

Jazz Resources Inc. Announces Closing of Non-Brokered Oversubscribed Private Placement Offering of Units

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Vancouver, Feb. 22, 2021 - [Jazz Resources Inc.](#) (the "Company" or "JZR") (TSXV:JZR) is pleased to announce that it has completed a non-brokered private placement (the "Offering") of 3,737,000 units of the Company ("Units") at a price of \$0.25 per Unit, for aggregate gross proceeds to the Company of \$934,250, as announced by the Company on January 27, 2021. The Offering was oversubscribed from the amount originally announced.

Each Unit is comprised of one common share of the Company ("Common Share") and one share purchase warrant ("Warrant"), with each Warrant being exercisable for one Common Share at an exercise price of \$0.35 per Common Share at any time up to 18 months following the closing date of the Offering. The Warrants will also be subject to an acceleration clause whereby, in the event the volume weighted average trading price of the Common Shares on the TSX Venture Exchange ("TSXV"), or any other stock exchange on which the Company's common shares are then listed, is equal to or greater than \$0.60 for a period of 15 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by giving written notice to the holders of the Warrants that the Warrants will expire on the date that is not less than 30 days from the date notice is provided by the Company to the Warrant holders.

In connection with the Offering, the Company has agreed to pay finder's fees to certain registered brokerage firms, comprised of an aggregate cash payment of \$17,340, and an aggregate issuance of 169,360 compensation warrants, substantially upon the same terms and conditions as the Warrants. All securities issued pursuant to the Offering and as payment of any finder's fees are subject to a hold period of four months and one day after the date of issuance thereof.

The Company also announces that the directors have approved, and the TSXV has conditionally accepted, an amendment to the Company's stock option plan from a fixed 20% plan to a 10% "rolling" plan. Final acceptance is subject to, among other things, shareholder approval, and any options granted under the amended plan may not be exercised before the amendments to the plan are approved by the Company's shareholders. In addition, the Company announces that it has granted, pursuant to the amended stock option plan, an aggregate of 1,000,000 incentive stock options to directors, officers and consultants of the Company. The options have a term of five years and each option entitles the holder to acquire one common share in the capital of the Company at a price of \$0.35 per share.

For further information, please contact:

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Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the terms of the Offering, the completion of the Offering and the expected use of the net proceeds received by the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled",

"estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; and regulatory risks. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this news release is expressly qualified in its entirety by this cautionary statement. The Company does not undertake to update any forward-looking information, except as required by applicable securities laws.

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

None of the securities of JZR have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law, and may not be offered or sold in the United States or to, or for the account or benefit of, persons in the United States or "U.S. persons" (as such term is defined in Regulation S under the U.S. Securities Act) absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

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