

Substitute Nominees To Stand For Election At The Upcoming Annual General Meeting

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Vancouver, April 08, 2022 - [St. James Gold Corp.](#) (the "Company") (TSXV: LORD) (OTCQB: LRDJF) (FSE: BVU3) is pleased to announce Mr. Jiang (Jay) Yu and Mr. Leigh Hughes will stand for election at the Company's Annual General and Special Meeting of Shareholders scheduled to be held on Wednesday, April 13, 2022 (the "Meeting"). Mr. Yu replaced George Drazenovic as a director of the Company on April 8, 2022 and Mr. Hughes replaced Ning Wu as a director of the Company on March 24, 2022.

If elected, Mr. Yu will also serve on the audit committee. While Mr. Yu is not an independent director under applicable securities laws, both Jessika Angarita and Nicolas Lin Kuan Liang are independent directors who, if elected, will continue to serve on the audit committee.

The Company is relying on the discretionary authority granted to management in the Management Information Circular of the Company dated March 8, 2022 (the "Circular") to substitute Mr. Yu as a director nominee in place of Mr. Drazenovic and to substitute Mr. Hughes in place of Mr. Wu.

Management of the Company recommends that shareholders vote FOR the election of Mr. Yu and Mr. Hughes as directors of the Company at the Meeting.

Shareholders are reminded that due to the unprecedented public health impact of the global COVID-19 pandemic, the Company will hold the Meeting in a virtual only format. Shareholders will not be able to physically attend the Meeting and should read the instructions in the Circular regarding how to vote at, or attend, the Meeting and how to appoint a third party proxyholder.

To vote for the election of Mr. Yu as a director of the Company at the Meeting, shareholders are directed to treat the election boxes for Mr. Drazenovic on the form of proxy or voting instruction form, as applicable, as election boxes for Mr. Yu. For greater certainty, all votes cast in support of or withheld from Mr. Drazenovic shall be treated as votes cast in support of or withheld from Mr. Yu.

To vote for the election of Mr. Hughes as a director of the Company at the Meeting, shareholders are directed to treat the election boxes for Mr. Wu on the form of proxy or voting instruction form, as applicable, as election boxes for Mr. Hughes. For greater certainty, all votes cast in support of or withheld from Mr. Wu shall be treated as votes cast in support of or withheld from Mr. Hughes.

Registered shareholders who have already executed and submitted the form of proxy enclosed in the Circular who wish to change their vote may do so by:

- Completing a proxy form that is dated later than the proxy form being revoked and mailing, faxing, or emailing it to Endeavor Trust Corporation, the Company's transfer agent, so that it is received prior to 10:00 am, Pacific Standard Time, on Monday, April 11, 2022;
- Signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering the signed written statement to the Company at Suite 1140, 625 Howe Street, Vancouver, British Columbia, V6C 2T6 prior to 5:00 pm, Pacific Standard Time, on Tuesday, April 12, 2022; or
- As otherwise permitted by applicable law.

Registered shareholders that have voted online through [www.eproxy.ca](#) may also resubmit their votes by logging in using their control number and password on their proxy form.

A non-registered shareholder (being a shareholder who holds their shares through a broker, investment

dealer, bank, trust company, custodian, nominee or other intermediary) may revoke a voting instruction or proxy authorization form given to an intermediary at any time by written notice to the intermediary, except that an intermediary may not act on a revocation of a voting instruction or proxy authorization form that is not received by the intermediary in sufficient time prior to the Meeting. Non-registered shareholders who wish to revoke their voting instruction form or proxy authorization should carefully follow the instructions from their intermediaries and their service companies, including instructions regarding when and where the voting instruction form or proxy form is to be delivered.

Shareholders who have already executed and submitted the form of proxy enclosed in the Circular and who DO NOT wish to change their vote need take NO FURTHER ACTION.

The Circular has been mailed to shareholders and is available for viewing on SEDAR. Except as described above, the Circular remains unchanged from the version that was mailed to the shareholders of the Corporation and previously filed on SEDAR.

Additional Biographical Information Concerning Mr. Jiang (Jay) Yu and Mr. Leigh Hughes

Mr. Yu is a serial entrepreneur with over 16 years of capital markets experience on Wall Street. Mr. Yu's experience includes advising both private and public company executives and providing corporate advisory services with respect to equity financings, mergers and acquisitions, structured financings, initial public offerings and listings on recognized stock exchanges in North America. Mr. Yu previously worked as an analyst as part of the Corporate & Investment Banking Division at Deutsche Bank on Wall Street in New York City. Mr. Yu is an active philanthropist and the founder of a non-profit organization that provides access to sports and education to underprivileged youth in New York City. In 2021, Mr. Yu was a recipient of The Outstanding 50 Asian Americans in Business award. Mr. Yu holds a Bachelor of Arts (Psychology) degree from the City College of New York and has also completed core courses at the Borough of Manhattan Community College and Columbia University in the City of New York.

Mr. Hughes is an entrepreneur and venture capitalist who has over 20 years' experience working with private and public companies across the globe, in particular North America, Australia and the Asia Pacific Region. Mr. Hughes is the Founder of COMVERJ Ventures which helps clients identify opportunities for change in the fields of mergers & acquisitions, capital markets, business strategy and innovation. COMVERJ Ventures has worked with numerous public companies in United States, Canada, Australia and Europe. Mr. Hughes has completed a Bachelor of Commerce degree at Curtin University, Western Australia. Mr. Hughes is also currently a corporate advisor to listed companies on the CSE and TSX Venture Exchange. He has been nominated twice for Young Australian of the Year and was a nominee and winner of Western Australia's 40 under 40 award in 2012 as recognized by the industry and his peers.

Mr. Hughes is an independent director under applicable securities laws.

About St James Gold Corp.

[St. James Gold Corp.](#) is a publicly traded company listed on the TSX Venture Exchange under the trading symbol "LORD", in the U.S. Market listed on OTCQB under "LRDJF" and on the Frankfurt Stock Exchange under "BVU3". The Company is focused on creating shareholder value through the discovery and development of economic mineral deposits by acquiring prospective exploration projects with well-delineated geological theories; integrating all available geological, geochemical, and geophysical datasets; and financing efficient exploration programs. The Company currently holds: (i) 100-per-cent stake in 29 claims, covering 1,791 acres, in the Gander gold district in north-central Newfoundland located adjacent to [New Found Gold Corp.](#)'s Queensway North project; and (ii) a 100-per-cent stake in 9 claims and an option to acquire a further 100-per-cent interest in 19 claims, covering a total 1,730 acres, in central Newfoundland located adjacent to Marathon Gold's Valentine Lake property; and (iii) an option to acquire up to an 85-per-cent interest in the Florin Gold Project, covering nearly 22,000 contiguous acres in the historical Tintina gold belt in Yukon Territory, Canada.

For more corporate information please visit: <http://stjamesgold.com/>

[St. James Gold Corp.](#)

For further information, please contact:

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Forward Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of Canadian securities laws (collectively, "forward-looking statements"). Forward-looking statements in this news release relate to, among other things: the timing of the Meeting and all other statements that are not historical facts, particularly statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance of the Company. Often, but not always, forward-looking statements can be identified through the use of words or phrases such as "will likely result", "are expected to", "expects", "will continue", "is anticipated", "anticipates", "believes", "estimated", "intends", "plans", "forecast", "projection", "strategy", "objective" and "outlook". Forward-looking statements contained in this news release are made based on reasonable estimates and assumptions made by management of the Company at the relevant time in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate and reasonable in the circumstances. Forward-looking statements contained in this news release are made as of the date of this news release and the Company will not update any such forward-looking statements as a result of new information or if management's beliefs, estimates, assumptions or opinions change, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control, which could cause actual results, performance, achievements and events to differ materially from those that are disclosed in or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the impact and progression of the COVID-19 pandemic and other factors outlined in the Company's Annual Information Form dated July 26, 2021 (the "AIF") filed under the Company's profile on SEDAR at www.sedar.com. The Company cautions that the list of risk factors and uncertainties described in its AIF on SEDAR are not exhaustive and other factors could materially affect its results.

New factors emerge from time to time, and it is not possible for the Company to consider all of them, or assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.

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Attachments

- [St. James Gold Corp.](#)
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