

Sailfish Announces Share Purchase Option Agreement with CMC Metals Ltd.

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Tortola, December 21, 2023 - [Sailfish Royalty Corp.](#) (TSXV: FISH) (OTCQX: SROYF) (the "Company" or "Sailfish") is pleased to announce that the Company has entered into a share purchase option agreement (the "Agreement") with CMC Metals Ltd. ("CMC") pursuant to which the Company has granted CMC the option (the "Option") to acquire all of the issued and outstanding shares of [Swordfish Silver Corp.](#) ("Swordfish"). Swordfish, through Sailfish de Mexico S.A. de C.V., holds the mineral rights in and to the silver exploration project located in the Municipality of San Dimas, State of Durango, Mexico, known as the Gavilanes property (the "Property").

Upon entering into the Agreement, CMC reimbursed Sailfish for certain fees incurred by Sailfish with respect to the Property in the 2023 calendar year in the amount of US\$27,383.

Pursuant to the terms of the Agreement, in order to exercise the Option and maintain the Option in good standing, CMC shall make a series of cash payments, issue common shares in the capital of CMC ("CMC Shares") and incur certain exploration expenditures on the Property (collectively, "Option Payments"), as follows:

1. CMC shall pay to Sailfish cash payments totaling US\$3,500,000 in accordance with the following schedule:
 1. US\$500,000 on or before March 31, 2024;
 2. US\$500,000 on or before March 31, 2025;
 3. US\$500,000 on or before March 31, 2026; and
 4. US\$2,000,000 on or before March 31, 2027;
2. CMC shall issue CMC Shares in accordance with the following schedule:
 1. 1,000,000 CMC Shares upon acceptance by the TSX Venture Exchange (the "TSXV") of the Agreement;
 2. \$700,000 in CMC Shares on or before March 31, 2024 calculated based on the greater of (i) \$0.05 per CMC Share; and (ii) the 10 day volume weighted average price of the CMC Shares immediately prior to issuance; and
 3. \$500,000 in CMC Shares on or before March 31, 2025 calculated based on the greater of (i) \$0.05 per CMC Share; and (ii) the 10 day volume weighted average price of the CMC Shares immediately prior to issuance;
3. CMC shall incur and pay for total exploration expenditures of C\$5,000,000 in respect of the Property (including 10,000 meters of new drilling) in accordance with the following schedule:
 1. C\$1,000,000 on or before March 31, 2025;
 2. C\$1,500,000 on or before March 31, 2026; and
 3. C\$2,500,000 on or before March 31, 2027.

CMC may, in lieu of making further Option Payments, immediately exercise the Option by: (a) paying to Sailfish US\$4,000,000 in cash on or before the first anniversary of TSXV acceptance of the Agreement; or (b) paying to Sailfish US\$3,500,000 in cash after the first anniversary of TSXV acceptance of the Agreement.

On or before exercise of the Option, CMC and Sailfish will enter into a net smelter returns royalty agreement with respect to the Property which grants Sailfish:

1. a 1.5% net smelter returns royalty on unencumbered grounds with an option for CMC to buy-back 1.0% of the net smelter returns royalty for \$3,000,000; and
2. a 0.5% net smelter returns royalty on encumbered grounds.

CMC will act as operator during the option period and will be responsible for all rates, taxes, duties, royalties, assessments and fees levied after the date of the Agreement with respect to the Property or CMC's operations thereon.

The Agreement and proposed issuances of CMC Shares remain subject to acceptance by the TSXV. The Company did not pay any finders' fees in connection with the Agreement.

About Sailfish

Sailfish is a precious metals royalty and streaming company. Within Sailfish's portfolio are three main assets in the Americas: a gold stream equivalent to a 3% NSR on the San Albino gold mine (~3.5 sq. km) and a 2% NSR on the rest of the area (~134.5 sq. km) surrounding San Albino in northern Nicaragua; an up to 3% NSR on the multi-million ounce Spring Valley gold project in Pershing County, Nevada; and a 100% interest in the Gavilanes Silver Project located in Durango State, Mexico.

Sailfish is listed on the TSXV under the symbol "FISH" and on the OTCQX under the symbol "SROYF". Please visit the Company's website at www.sailfishroyalty.com for additional information.

For further information: Paolo Lostritto, CEO, tel. 416-602-2645 or Akiba Leisman, Executive Chairman, tel. 917-558-5289.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as the term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Notes Regarding Forward-Looking Statements:

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward looking statements, including statements regarding the expectation that CMC will exercise the Option and make the Option Payments and that the Company and CMC will receive all necessary approvals, including the acceptance of the TSXV. Forward-Looking statements are based on certain material assumptions and analysis made by the Company and the opinions and estimates of management as of the date of this press release, including that CMC will exercise the Option and make the Option Payments and that the Company and CMC will receive all necessary approvals, including the acceptance of the TSXV, as applicable. These forward-looking statements are 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 statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation that CMC will not exercise the Option or make the Option Payments and that the Company and CMC will not receive all necessary approvals, including the acceptance of the TSXV, as applicable. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or 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 statements 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 statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement or forward-looking information contained herein, except in accordance with applicable securities laws.

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