

Japan Gold Announces Sale of Royalty to Osisko Gold Royalties

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Vancouver, February 4, 2025 - [Japan Gold Corp.](#) (TSXV: JG) (OTCQB: JGLDF) ("Japan Gold" or the "Company") is pleased to announce that it has entered into an investment agreement dated February 4, 2025 (the "Investment Agreement") with Japan Gold KK, a wholly-owned subsidiary of the Company ("JGKK" and, together with Japan Gold, the "JGC Parties") and [Osisko Gold Royalties Ltd.](#) ("Osisko"), pursuant to which, among other things, the JGC Parties have created and sold to Osisko (the "Transaction") a 1.5% net smelter return royalty (the "Initial Royalty") on certain of the JGC Parties' properties and assets in Japan that are not (or subsequently are not) subject to the Strategic Alliance Agreement (as defined below) (collectively, the "Royalty Properties"), as evidenced by a royalty agreement entered into by the JGC Parties and Osisko concurrently with the Investment Agreement, for cash consideration of US\$5,000,000.

Mr. John Proust, Chairman and CEO of Japan Gold, said, "We are pleased to work with Osisko as a strategic partner to advance our exploration of epithermal gold properties in Japan. Osisko is an intermediate precious metal royalty company with a strong portfolio of over 180 royalties and streams and provides well-respected technical expertise. The Transaction allows us to accelerate our exploration activities across Japan to unlock the significant mineral potential of our projects through a non-dilutive financing." Mr. Proust added, "As a first mover in Japan, the Company has assembled a significant land position of 100%-owned permits in areas of past producing gold mines and surrounding the Hishikari Mine, a major gold deposit and one of the world's highest-grade gold producers. These districts have the geological potential to support significant discoveries."

On the first anniversary of the Investment Agreement, or such other date mutually agreed to between the JGC Parties and Osisko, Osisko will have the option to purchase an additional 0.5% net smelter return royalty (together with the Initial Royalty, as the case may be, the "Royalty") from JGKK on the Royalty Properties, for additional cash consideration of US\$3,000,000 payable by Osisko to the Company on such date.

The Royalty is a secured obligation of the JGC Parties evidenced initially by, among other things, a share pledge by the Company of JGKK's shares as well as by a guarantee from Japan Gold, with a full security package to be put in place by the parties following further consultation with the applicable governmental authorities and to the extent permitted under applicable laws and the strategic alliance agreement dated February 23, 2020 (the "Strategic Alliance Agreement") among the JGC Parties and [Barrick Gold Corp.](#) Japan Gold has granted Osisko certain rights as part of the transaction, including a right of first refusal on future royalty and stream transactions on present and future Japan Gold properties that are not subject to the Strategic Alliance Agreement.

The Company expects the net proceeds of the Transaction will be primarily used by the JGC Parties for the exploration, development and general advancement of the Royalty Properties, with the balance to be used for general capital purposes.

About Japan Gold Corp.

Japan Gold Corp. is a Canadian mineral company focused on the exploration and discovery of high-grade epithermal gold deposits across the main islands of Japan. The Company holds a significant portfolio of tenements covering areas with known gold occurrences, history of mining and prospective for high-grade epithermal gold mineralization in one of the most stable and under explored countries in the world. The Japan Gold leadership and operational team of geologists, drillers and technical advisors have extensive experience exploring and operating in Japan and have a track record of discoveries world-wide. Japan Gold has an alliance with Barrick Gold Corporation to jointly explore, develop and mine certain gold mineral properties and mining projects with the potential to host Tier 1 or Tier 2 gold ore bodies in Japan. Significant shareholders include Equinox Partners Investment Management LLC and [Newmont Corp.](#)

On behalf of the Board of Japan Gold Corp.

John Proust
Chairman & CEO

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This news release contains forward-looking statements relating to expected or anticipated future events, including, but not limited to, statements regarding: the expected use of the net proceeds of the Transaction and a full security package being put in place by the parties following further consultation. Forward-looking statements reflect material expectations and assumptions, including, without limitation, expectations and assumptions relating to: Japan Gold's ability to receive sufficient financing on acceptable terms or at all for its exploration and mining activities; the future price of metals; and the stability of the financial and capital markets. These statements are forward-looking in nature and, as a result, are subject to certain risks and uncertainties, including, but not limited to, those discussed and identified in public filings made by Japan Gold with the applicable Canadian securities regulatory authorities and the following: Japan Gold's ability to satisfy the ongoing obligations of the JGC Parties set out in definitive agreements related to the Transaction; the timing and granting of prospecting rights; Japan Gold's ability to convert prospecting rights into digging rights within the timeframe prescribed by the Mining Act (Japan); general economic, market and business conditions; competition for qualified staff; the regulatory process and actions; technical issues; new legislation; potential delays or changes in plans; working in a new political jurisdiction; results of exploration; Japan Gold's ability to execute and implement future plans, arrange or conclude a joint venture or partnership; and the occurrence of unexpected events. Actual results achieved may differ from the information provided herein and, consequently, readers are advised not to place undue reliance on forward-looking information. The forward-looking information contained herein speaks only as of the date of this news release. Japan Gold disclaims any intention or obligation to update or revise forward-looking information or to explain any material difference between such and subsequent actual events, except as required by applicable laws.

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