

Sailfish Royalty Corp. Declares Q2 2025 Dividend

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[Sailfish Royalty Corp.](#) (TSXV: FISH) (OTCQX: SROYF) (the "Company" or "Sailfish") is pleased to announce that its Board of Directors has declared the Company's second quarterly cash dividend for 2025 in the amount of US\$0.0125 per common share that will be payable on July 15, 2025 to Sailfish shareholders of record as of the close of business on June 30, 2025.

The declaration, timing, amount, and payment of future dividends will be subject to the discretion and approval of the Board of Directors. The Company will review the dividend policy on an ongoing basis and may amend it at any time depending on the Company's then current financial position, capital allocation framework, profitability, cash flow, legal requirements and other factors considered relevant. As such, no assurances can be made that any future dividends will be declared and/or paid. Dividend payments may be subject to withholding taxes.

The Company also announces that, in accordance with the terms of the convertible debentures dated May 24, 2023 (the "Debentures"), the Company has exercised its option to convert the outstanding Debentures into common shares in the capital of the Company ("Shares") by issuing 4,134,013 Shares to holders of the Debentures. The Company also has elected to settle an aggregate of US\$185,639 in outstanding interest accrued up to May 8, 2025 through the issuance of an aggregate of 124,322 Shares (collectively, the "Interest Shares") at a deemed price of CDN\$2.06 per Interest Share to the holders of Debentures.

Each Debenture accrues interest at a rate of 10% per annum payable semi-annually in arrears. Under the terms of the Debentures, subject to TSX Venture Exchange ("TSXV") acceptance, accrued interest is payable at the election of the Company in Shares at a price per Share equal to the greater of: (A) the twenty day average closing price of the Shares on the TSXV immediately before the date the Interest Shares are issued in satisfaction of accrued interest; and (B) the closing price of the Shares on the TSXV on the date immediately before the date the Interest Shares are issued in satisfaction of accrued interest.

The issuance of the Shares and Interest Shares to Wexford Catalyst Trading Limited and Wexford Spectrum Trading Limited (the "Interested Parties") constitutes a "related party transaction" within the meaning of MI 61-101. Notwithstanding the foregoing, the directors of the Company have determined that the issuance of Shares and the Interest Shares to the Interested Parties will be exempt from the formal valuation requirements of MI 61-101 by virtue of the exemption contained in section 5.5(a) and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(1)(a) of MI 61-101 as the fair market value of the securities issued to the Interested Parties did not exceed 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the closing of the transaction as the details of the participation of Interested Parties had not been confirmed at that time.

The issuance of Interest Shares is subject to TSXV approval, the Interest Shares will be subject to a statutory hold period of four months from the date of issuance, in accordance with applicable securities legislation.

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 (currently in the process of being converted into a 2% net smelter royalty).

Sailfish is listed on the TSX Venture Exchange 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 of the Board, 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 statement regarding forward-looking information

Certain disclosures in this release constitute "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words such as the following: expects, plans, anticipates, believes, intends, estimates, projects, assumes, potential and similar expressions. Forward-looking statements also include reference to events or conditions that will, would, may, could or should occur, including, without limitation, statements regarding: the completion of the settlement of accrued interest through the issuance of Interest Shares and approval by the TSXV thereof and the Company's dividend policy and the Company's intention to pay a quarterly dividend. In making the forward-looking statements in this news release, the Company has applied certain factors and assumptions that the Company believes are reasonable, including, without limitation: that the Company will receive the necessary approval from the TSXV to complete the transaction as currently contemplated and that the Company's financial position will allow it to pay quarterly dividends in accordance with the dividend policy. However, the forward-looking statements in this news release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements, including without limitation: the risk that the Company will not receive the necessary approval from the TSXV to settle the accrued interest through the issuance of Interest Shares and that a quarterly dividend will not be payable in accordance with the dividend policy or at all; and those applicable risks, uncertainties and factors set forth in the Company's disclosure record under the Company's profile on SEDAR+ at www.sedarplus.ca. 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, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws.

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