

Tajiri Resources Corp. Completes Shares For Debt Transactions

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[Tajiri Resources Corp.](#) (the "Company") (TSXV: TAJ) is pleased to announce that, further to its press release dated January 27, 2025, it has completed its previously announced shares for debt transactions (the "Shares for Debt Transactions"). An aggregate of 4,030,640 common shares of the Company (the "Debt Shares") have been issued to certain officers and a service provider in settlement of outstanding indebtedness totalling \$201,532, representing fees owed to such parties. The Debt Shares were issued at a deemed price of \$0.05 in accordance with the policies of the TSX Venture Exchange (the "TSXV"). Furthermore, the Debt Shares issued pursuant to the Shares for Debt Transactions will be subject to a hold period of four months and one day following the date of issuance in accordance with applicable securities laws and TSXV policies.

Of the total \$201,532 of debt converted, \$120,000 represents amounts owed to insiders of the Company who participated in the Shares for Debt Transactions. The participation of certain insiders, being "related parties" of the Company means that the Shares for Debt Transactions are considered to be a "related party transaction" of the Company for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has completed the Shares for Debt Transactions in reliance on exemptions from the formal valuation and minority approval requirements of MI 61-101. In particular, the Shares for Debt Transactions are exempt from the formal valuation requirement under Section 5.4 of MI 61-101 pursuant to Section 5.5(b), as the Company is not listed on a specified market as defined in MI 61-101. The Shares for Debt Transactions are also exempt from the minority approval requirement under Section 5.6 pursuant to Section 5.7(1)(a), as the fair market value of the shares issued to related parties does not exceed 25% of the Company's market capitalization.

The Company also reports that it has issued 7,250,000 million stock options to officers, directors, employees and consultants of the company, in accordance with the provisions of the company's stock option plan, subject to the approval of the TSX Venture Exchange. Each option entitles the holder to purchase one common share of the company at an exercise price of five cents for a five-year period, expiring May 21st, 2030.

Insiders' participation in the foregoing grant of securities constitutes a related party transaction, as defined under Multilateral Instrument 61-101 -- Protection of Minority Security Holders in Special Transactions. Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities acquired by the insiders nor the consideration for the securities paid by such insiders exceeds 25 per cent of the company's market capitalization.

On Behalf of the Board,
Tajiri Resources Corp.

Graham Keevil,
President & CEO

About Tajiri Resources Corp.

Tajiri Resources Corp. is a junior gold exploration and development company with exploration assets located in two of the world's least explored and highly prospective greenstone belts of Burkina Faso, West Africa and Guyana, South America. Led by a team of industry professionals with a combined 100 plus years' experience, the Company continues to generate shareholder value through exploration.

www.tajirigold.com

Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements contained herein are made as of the date of this news release and the Company disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise.

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.

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 release.

SOURCE Tajiri Resources Corp.

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