

St. James Gold Corp. announces Reinstatement Of Trading, Debt Resolution, And Expired Investor Relations Contract

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[St. James Gold Corp.](#) (the "Company" or "St. James") (TSXV: LORD) (OTCQB: LRDJF) (FSE: BVU3) announced today that its common shares will be reinstated for trading on the TSX Venture Exchange (the "Exchange") on or about July 29, 2025 as the TSX Venture Exchange has completed its review.

The Company's financial statements for the period ended March 31, 2025 reflected a working capital deficiency \$1,905,769. In order to resolve the deficiency and comply with the Exchange listing requirements, the Company has taken the following steps:

- The Company has entered into agreements with its largest short-term creditors to issue unsecured notes with a maturity 18 month after issuance to satisfy their indebtedness. A total of \$1,580,052.49 of short-term debt is expected to be resolved pending Exchange review and Exchange acceptance.
- The Company has written off \$317,725 of indebtedness that was beyond the statutory limitation period.

As a result of these transactions, and after closing of the Company's pending private placement, announced December 27, 2024, the adjusted working capital as at March 31, 2025, will be \$129,209.49.

Of the \$1,580,052.49 a total of \$1,222,758 represents management fees owed to current and former management. The agreements under which the fees were incurred were never filed or accepted by the Exchange. In addition, \$917,068 of these fees exceeded the amounts permissible under Exchange policy. As a result the notes issued in satisfaction of those fees are non interest bearing and are subject to restriction on payment or conversion into stock without approval by a majority of the disinterested shareholders of the Company.

The remaining notes that were issued in satisfaction of legal fees and disbursements and amounts advanced by a shareholder to pay Auditors bill bear interest at 10% per annum.

The Company intends to seek approval of shares for debt to satisfy the unrestricted notes once the shares of the Company return to trading and the market has stabilized, and to seek approval of the shares for debt to satisfy the restricted notes once the required disinterested shareholder approval is obtained.

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.

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

This release has been reviewed and approved by Logan Anderson, CFO.

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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"). 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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