

# Japan Gold Closes US\$1 Million Convertible Debenture Financing

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Vancouver, April 23, 2026 - [Japan Gold Corp.](#) (TSXV: JG) (OTCQB: JGLDF) ("Japan Gold" or the "Company") is pleased to announce the closing of its previously announced (see news release dated April 10, 2026) non-brokered private placement of unsecured convertible debentures (the "Debenture") for gross proceeds of US\$1,000,000 (CDN\$1,390,700) (the "Offering") to Equinox Partners Investment Management, LLC ("Equinox"), a strategic investor and major shareholder of the Company.

The Debenture will mature on the date that is three years from the date of issuance (the "Maturity Date"). The Debenture will bear interest at a rate of 10% per annum (non-compounded), accruing daily but payable, in cash, only at the Maturity Date, on the occurrence of an Event of Default or upon an early redemption. The Company will have the right, at its option, to make an early redemption in cash of all or any part of the principal amount together with payment of any accrued but unpaid interest. In addition, the Company will have the right, at its election, to satisfy its obligation to pay cash to the Debenture holder through the delivery of common shares of the Company ("Shares") in lieu of cash, at a price per share which equals the greater of: (i) the most recent Market Price of the Shares on the TSX Venture Exchange on the date that the accrued interest becomes payable; (ii) \$0.11; and (iii) a price per security or conversion price of debt securities in a Future Financing Event. A "Future Financing Event" will be considered the most recent issuance and sale of securities by the Company in which the Company issues or sells any common shares (or units consisting of common shares and warrants), or in which the Company issues or sells any convertible debt security issued by the Company by way of a private placement during the twelve (12) month period immediately following the closing date of the Offering, provided that such Future Financing Event results in gross offering proceeds of not less than CDN \$2,000,000.

The net proceeds from the Offering will be used for general working capital purposes. The Debenture and any securities issuable upon conversion will be subject to a statutory hold period of four months from the date of issuance of the Debenture, expiring on August 23, 2026. Conversion of the Debenture into Shares is subject to final approval by the TSX Venture Exchange.

As of the Closing Date, Equinox holds 90,133,518 shares, representing approximately 29.34% of the then issued and outstanding common shares of the Company. Equinox is subject to the alternative monthly reporting scheme under Part 4 of National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, and a report of Equinox under that instrument will be made available on the Company's SEDAR+ profile in due course.

Equinox is considered a "related party" of the Company, and Equinox's subscription under the Offering will constitute a "related party transaction" under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements under section 5.5(a) and section 5.7(1)(a) of MI 61-101, as the fair market value of the securities issued to the related party do not exceed 25% of the Company's market capitalization, as calculated in accordance with MI 61-101.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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.

On behalf of the Board of Japan Gold Corp.  
John Proust  
Chairman & CEO

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#### Cautionary Note

Neither the TSX Venture Exchange nor its Regulation Services Provider (as such term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This news release contains forward-looking statements relating to expected or anticipated future events, the occurrence of a Future Financing Event, the election of the Company to make an early redemption, the conversion of any principal amount and accrued interest of the Debenture into Shares, expected use of the proceeds of the Offering, TSX-V approval for the conversion of any principal amount and accrued interest of the Debenture into Shares, and Equinox's anticipated holdings following closing of the Offering. These statements are forward-looking in nature and, as a result, are subject to certain risks and uncertainties that include, but are not limited to, general economic, market and business conditions, the stability of the financial and capital markets; the timing and granting of prospecting rights; the Company's ability to convert prospecting rights into digging rights within the timeframe prescribed by the Mining Act; 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; 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. The Company 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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