



**FOR IMMEDIATE RELEASE:**

**December 20, 2019**

**Tri Origin Announces Closing of \$242,020 in First Tranche of Non-Brokered Private Placement**

*NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

**Aurora, Ontario**– Tri Origin Exploration Ltd. (**TSX-V: TOE**) (the “**Company**”) is pleased to announce that further to its press release of November 13, 2019 it has completed the first tranche of a non-brokered private placement financing to raise up to \$650,000 (“the **Offering**”). The first tranche raised \$242,020 through the issuance of 7,267,333 hard dollar units (“**Hard Dollar Units**”) at a price of C\$0.03 per Hard Dollar Unit and 600,000 flow-through units (“**Flow-Through Units**”) at a price of C\$0.04 per Flow-Through Unit. Each Hard Dollar Unit consists of one common share of the Company and one common share purchase warrant entitling the holder to purchase an additional common share at a price of C\$0.05 for a period of 18 months and each Flow-Through Unit consists of one Flow-Through Share and one common share purchase warrant entitling the holder to purchase an additional common share at a price of C\$0.05 for a period of 18 months.

In connection with the first tranche of the Offering, the Company has paid to eligible institutional arms-length finders a cash finder’s fee of \$1,440 in the aggregate and has issued 60,000 common shares of the Company and 60,000 common share purchase warrants entitling the holder to purchase an additional common share at a price of C\$0.05 for a period of 18 months. All securities issued pursuant to the Offering are subject to a four-month and one day hold period from the date of closing.

The second tranche of the Offering remains open and is anticipated to close on or about January 28, 2020.

The Offering is available to all shareholders of the Company as at November 12, 2019 (the “**Record Date**”) (and still are shareholders) who are eligible to participate under the “Existing Shareholder Exemption”. Any person who becomes a shareholder of the Company after the Record Date is not permitted to participate in the Offering using the Existing Shareholder Exemption, but other exemptions may still be available to them. Shareholders who became shareholders after the record date should consult their professional advisors when completing their subscription form to ensure that they use the correct exemption.

There are conditions and restrictions when relying upon the Existing Shareholder Exemption, namely, the subscriber must: a) be a shareholder of the Company on the Record Date (and still be a shareholder at the time of subscription), b) be purchasing the securities as a principal, i.e. for their own account and not for any other party, and c) may not purchase more than \$15,000 value of securities from the Company in any twelve month period. There is one exception to the \$15,000 subscription limit. In the event that a subscriber wishes to purchase more than \$15,000 value of securities then it may do so provided it has first received 'suitability advice' from a registered investment dealer and, in this case, subscribers may be asked to confirm the registered investment dealer's identity and employer.

If the Offering is over-subscribed, it is possible that a shareholder's subscription may not be accepted by the Company even though it is received. Additionally, in the event of an imbalance of large subscriptions compared to smaller subscriptions management of the Company reserves the right in its discretion to reduce large subscriptions in favour of smaller shareholder subscriptions. There is no minimum amount that will be required to be raised pursuant to the Existing Shareholder Exemption portion of the Offering.

Net proceeds from the Offering will be used for mineral exploration and drilling on the Company’s key gold projects in the Province of Ontario and for general working capital purposes. The proceeds received from sale of Flow-Through Shares will be used to incur expenses which qualify as Canadian Exploration Expenses for purposes of the *Income Tax Act* (Canada). None of the proceeds of the Offering shall be payable to non-arm’s length parties except for general corporate purposes in the ordinary course of business.

In connection with the first tranche of the Offering, Robert Valliant, the Company's President, Director and Chief Executive Officer has subscribed for 1,000,000 Hard Dollar Units. The participation in the Offering, by Dr. Valliant constitutes a "related party transaction", as such terms are defined by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on an exemption from the formal valuation requirements of MI 61-101 available on the basis of the securities of the Company not being listed on specified markets, including the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ or certain overseas stock exchanges. The Company is also relying on the exemption from minority shareholder approval requirements under MI 61-101 as the fair market value of the participation in the Offering by Dr. Valliant does not exceed 25% of the market capitalization of the Company.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold to persons in the United States absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Offering is being made pursuant to the grant of a "discretionary waiver" of the TSX Venture Exchange's minimum \$0.05 pricing requirement and is subject to acceptance by the TSX Venture Exchange. It is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including final approval of the TSX Venture Exchange and applicable securities regulatory authorities.

Any existing shareholders interested in participating in the Offering should contact the Company as noted below or legal counsel to the Company, Peterson McVicar LLP, attention: Andrey Shamis (E:ashamis@petelaw.com. T: (647)259-1786).

### **About Tri Origin**

Tri Origin Exploration Ltd. is publicly listed on the TSXV under the trading symbol TOE. Tri Origin is a leading Canadian exploration company with gold and base metal projects in Canada.

**For more information about Tri Origin, please visit [www.triorigin.com](http://www.triorigin.com) or SEDAR [www.sedar.com](http://www.sedar.com) or contact:**

Dr. Robert Valliant, President  
Tri Origin Exploration Ltd.  
Tel: (905) 727-1779  
E-mail: [invest@triorigin.com](mailto:invest@triorigin.com)

### **Forward Looking Statements:**

Neither 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. This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.