Smooth Rock™

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Trading Symbols: TSXV: **SMRV** US-OTC: **SMRVF**

# NEWS RELEASE

## SMOOTH ROCK ANNOUNCES DEBT SETTLEMENT TRANSACTIONS

**Vancouver, B.C. January 15, 2026 - Smooth Rock Ventures Corp**. ("**Smooth Rock**" or the "**Company**") **(**TSXV**: SMRV**; US-OTC: **SMRVF)** announces that it has entered into debt settlement agreements with certain creditors (the "**Creditors**") to settle an aggregate of $907,040 in outstanding debt relating to management fees, contractor fees, and certain other outstanding obligations (the "**Debt Settlement Transactions**"). The Debt Settlement Transaction includes the settlement of $400,000 in debt through the issuance of 3,809,524 common shares of Smooth Rock (the "**Common Shares**") at a deemed price of $0.105 per Common Share (the "**Shares for Debt Transactions**") and the cancellation of $507,040 of remaining debt owed to the Creditors. The Board of Directors of Smooth Rock has determined the Shares for Debt Transactions is in the best interests of Smooth Rock.

Closing of the Shares for Debt Transactions is subject to customary closing conditions, including the approval of the TSX Venture Exchange ("**TSXV**"). The Common Shares to be issued pursuant to the Shares for Debt Transactions will be subject to a hold period of four months following the date of issuance, in accordance with applicable securities laws and TSXV policies.

### MI 61-101 Disclosure

The participation of certain insiders, being "related parties" of Smooth Rock means that the Shares for Debt Transaction is considered to be a "related party transaction" of Smooth Rock for purposes of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**").

Smooth Rock may, however, complete the Shares for Debt Transaction in reliance on exemptions available under MI 61-101 from the formal valuation and minority approval requirements of MI 61-101. Specifically, the Shares for Debt Transaction is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Section 5.5(b) of MI 61-101 as Smooth Rock is not listed on a specified market within the meaning of MI 61-101. Additionally, the Shares for Debt Transaction is exempt from the minority approval requirement in Section 5.6 of MI 61-101 in reliance on Section 5.7(1)(a) of MI 61-101 insofar as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Shares for Debt Transaction insofar as it involves (or is expected to involve) "interested parties", exceeds 25% of Smooth Rock's market capitalization.

### About Smooth Rock Ventures Corp.

Smooth Rock Ventures Corp. is a US-based exploration-stage company engaged in the acquisition and exploration of mineral properties, primarily in the prolific Walker Lane mineral belt located in Nevada. The Company owns a 100% undivided interest in the Palmetto Gold Project, that consists of 116 unpatented mining claims totalling 2217 acres located in Esmeralda County, Nevada. The Project hosts a NI 43-101 compliant mineral resource estimation (WSP Canda Inc. McCraken 10-15-2020). Palmetto has seen significant exploration work completed to date by numerous companies including, Newmont Gold, Phelps Dodge Corp, Romarco Minerals, and most recently by ML Gold Corp. The initial "Discovery Hole" in 1988, was drilled by Phelps Dodge and bonanza gold-silver veins were subsequently drilled by Romarco Minerals in 1997-2002. For more information, visit [www.smoothrockventures.com](http://www.smoothrockventures.com).

**FOR MORE INFORMATION PLEASE CONTACT:**

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