

Tajiri Announces Shares for Debt Transaction and Provides Update on Yono Property Acquisition

VANCOUVER, BC, Jan. 27, 2025 /CNW/ - Tajiri Resources Corp. (the "**Company**") (TSXV: TAJ) is pleased to announce that it has agreed issue an aggregate of 4,030,640 common shares of the Company (the "**Debt Shares**") to certain of its officers and a service provider in exchange for the cancellation of \$201,532 of outstanding debt relating to fees owing to said recipients. The Debt Shares are being issued at deemed price of \$0.05 per Debt Share (the "**Shares for Debt Transaction**"). The Board of Directors of the Company has determined that the Shares for Debt Transaction is in the best interests of the Company.

Of the total \$201,532 debt being converted, \$120,000 represents amounts owed to insiders of the Company who are participating in the Shares for Debt Transaction. The participation of certain insiders, being "related parties" of the Company means that the Shares for Debt Transaction is 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 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 the Company 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 the Company's market capitalization.

Closing of the Shares for Debt Transaction is subject to customary closing conditions, including the approval of the TSX Venture Exchange ("**TSXV**"). The Debt Shares to be issued pursuant to the Shares for Debt Transaction 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.

The Company is also pleased to provide an update on the acquisition of the Yono Gold Property (the "**Project**"), as outlined in its news release dated October 9, 2024. To clarify, the transaction has not yet closed, no payments or other consideration have been made, and the Company does not currently hold any ownership interest in the property. The Company is actively working to satisfy all TSXV requirements to secure final approval.

The acquisition of the Project involves issuing shares to certain insiders of the Company who are participating in the transaction. As these individuals are classified as "related parties" under MI 61-10, the transaction is considered a "related party transaction." The Company intends to rely on exemptions available under MI 61-101, which allow the transaction to proceed without a formal valuation or minority shareholder approval. Specifically, the Project qualifies for an exemption from the formal valuation requirement under Section 5.5(b) of MI 61-101, as the Company is not listed on a specified market. It is also exempt from the minority approval requirement under Section 5.7(1)(a) of MI 61-101, as the fair market value of the transaction and any consideration involving "interested parties" represent less than 25% of the Company's market capitalization.

The Company remains fully committed to advancing the Project in compliance with all regulatory requirements and will provide timely updates as further progress is made.

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 worlds 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

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This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation, including but not limited to receiving the approval of the TSXV for the Shares for Debt Transaction. 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.

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