

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

JZR GOLD INC.

July 22, 2024

TSXV: JZR

JZR GOLD CLOSSES FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT OFFERING OF CONVERTIBLE DEBENTURES AND INCREASES OFFERING UP TO \$1,700,000

Vancouver, British Columbia, Canada – JZR Gold Inc. (the “**Company**” or “**JZR**”) (TSX-V: **JZR**) is pleased to announce that it has closed the first tranche of its previously announced non-brokered private placement offering (the “**Offering**”) of unsecured convertible debentures (the “**Debentures**”). Pursuant to the Offering, which was announced on June 21, 2024, the Company has issued Debentures in the aggregate principal amount of \$1,500,000. The Company also wishes to announce that, due to investor interest, the Offering has been increased to \$1,700,000.

The Debentures will mature on the date that is one (1) year from the date of issuance (the “**Maturity Date**”) and shall bear simple interest at a rate of 10% per annum, payable on the Maturity Date. The principal sum of the Debentures, or any portion thereof, and any interest may be converted into units (the “**Units**”) of the Company at a conversion price of \$0.20 per Unit. Each Unit shall be comprised of one common share (a “**Conversion Share**”) and one share purchase warrant (a “**Warrant**”). Each Warrant shall entitle the holder to acquire one additional common share (a “**Warrant Share**”) in the capital of the Company at a price of \$0.25 per share for a period of twenty-four (24) months from the date that the Warrants are issued.

The Debentures, Units, Conversion Shares, Warrants and Warrant Shares are collectively referred to herein as the “**Securities**”. No finder’s fees were paid in connection with the closing of the first tranche of the Offering.

All Debentures issued pursuant to the Offering, including any securities into which they may be exercised or converted, are subject to a statutory hold period of four months and one day from the date of issuance thereof. The Offering is subject to final acceptance by the Exchange.

The Company also announces that, on July 14, 2024, it had entered into a non-binding letter of intent (the “**LOI**”) with an arm’s length party in connection with a potential transaction, which LOI was terminated on July 18, 2024.

The Company intends to use the net proceeds of the Offering to: (i) fund operations of the fully constructed 800 tonne-per-day gravimetric mill, as well as future exploration work on the Vila Nova Gold project located in Amapa State, Brazil (the “**Vila Nova Project**”), (ii) to pay certain liabilities owed to arm’s length parties and (iii) for general working capital purposes. The Company may fund operations on the Vila Nova Gold project by advancing funds, by way of one or more loans, to ECO Mining Oil & Gaz Drilling and Exploration (EIRELI) (“**ECO**”), as operator of the Vila Nova Project. Net proceeds will also be used for general working capital purposes. The Company possesses a 50% net profit interest from all net profit generated from the Vila Nova Project.

For further information, please contact:

Robert Klenk
Chief Executive Officer
E: rob@jazzresources.ca
T: 604.329.9092

Forward-Looking Statements

This news release contains forward-looking statements, which includes any information about activities, events or developments that the Company believes, expects or anticipates will or may occur in the future. Forward-looking statements in this news release include statements with respect to the details of the Offering, including the proposed size, timing and the anticipated use of net proceeds, the receipt of regulatory approval for the Offering, the potential loan of funds to ECO and the expected operation of the gravimetric mill on the Vila Nova property. Forward-looking information reflects the expectations or beliefs of management of the Company based on information currently available to it. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. These factors include, but are not limited to: risks associated with the business of the Company; business and economic conditions in the mineral exploration industry generally; the supply and demand for labour and other project inputs; changes in commodity prices; changes in interest and currency exchange rates; risks related to inaccurate geological and engineering assumptions; risks relating to unanticipated operational difficulties (including failure of equipment or processes to operate in accordance with the specifications or expectations, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); risks related to adverse weather conditions; geopolitical risk and social unrest; changes in general economic conditions or conditions in the financial markets; and other risk factors as detailed from time to time in the Company's continuous disclosure documents filed with the Canadian securities regulators. The forward-looking information contained in this press release is expressly qualified in its entirety by this cautionary statement. The Company does not undertake to update any forward-looking information, except as required by applicable securities laws.

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 press release.

None of the securities of JZR have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law, and may not be offered or sold in the United States or to, or for the account or benefit of, persons in the United States or "U.S. persons" (as such term is defined in Regulation S under the U.S. Securities Act) absent registration or an exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.