

**JZR GOLD INC.**

January 27, 2025

**JZR GOLD INC. PROVIDES AN UPDATE REGARDING THE VILA NOVA GOLD PROJECT IN BRAZIL AND ANNOUNCES PRIVATE PLACEMENT OFFERING OF UNITS TO RAISE UP TO \$600,000**

**Vancouver, British Columbia, Canada** – JZR Gold Inc. (TSXV: JZR) (OTCQB: JZRIF) (the “**Company**” or “**JZR**”) wishes to provide an update on operations at Vila Nova gold project (the “**Vila Nova Project**”) located in the state of Amapa, Brazil. The Company possesses a 50% net profit interest in all net profit generated from the Vila Nova Project pursuant to a Joint Venture Royalty Agreement dated July 6, 2020, as amended on January 9, 2023, with ECO Mining Oil & Gaz Drilling Exploration EIRELI (“**ECO**”). ECO, as the operator of the Vila Nova Project, has commissioned the manufacture of an 800 tonne-per-day gravimetric mill, which mill (the “**Mill**”) has been assembled and is located on the Vila Nova property. ECO has advised the Company that the Mill has been energized and that it is currently testing each individual component, including pumps and hoses. ECO has indicated to the Company that it expects that the Mill will commence operating as soon as practicable after testing has been completed.

The Company also announces that it intends to undertake a non-brokered private placement offering (the “**Offering**”) of up to 2,400,000 units (each, a “**Unit**”) at a price of \$0.25 per Unit, to raise aggregate gross proceeds of up to \$600,000. Each Unit will be comprised of one common share (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to acquire one additional common share (each, a “**Warrant Share**”) of the Company at an exercise price of \$0.35 per Warrant Share for a period of three (3) years after the closing of the Offering. The Warrants will be subject to an acceleration provision whereby, in the event that the volume weighted average trading price of the Company’s common shares traded on TSX Venture Exchange (the “**Exchange**”), or any other stock exchange on which the Company’s common shares are then listed, is equal to or greater than \$0.75 for a period of 10 consecutive trading dates, the Company shall have the right to accelerate the expiry date of the Warrants by giving written notice to the holders of the Warrants that the Warrants will expire on the date that is not less than 30 days from the date that notice is provided by the Company to the Warrant holders.

The Company intends to pay registered persons a finder’s fee comprised of 6% of the gross proceeds of the Offering, in cash, and such number of non-transferable finder’s warrants which equals 6% of the number of Units (the “**Finder’s Warrants**”). Each Finder’s Warrant shall entitle the holder to acquire one common share (the “**Finder’s Warrant Shares**”) at a price of \$0.35 per Finder’s Warrant Share for a period of three (3) years from the date of issuance. Other than being non-transferable, each Finder’s Warrant shall otherwise be on the same terms as the Warrants. The Units, Shares, Warrants, Warrant Shares, Finder’s Warrants and Finder’s Warrant Shares are collectively referred to herein as the “**Securities**”.

The Units will be offered pursuant to available prospectus exemptions set out under applicable securities laws and instruments, including National Instrument 45-106 – *Prospectus Exemptions*.

It is expected that certain Insiders (as such term is defined under the policies of the Exchange) of the Company may participate in the Offering. The participation of Insiders in the Offering will constitute a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company intends to rely on exemptions from the formal valuation and minority shareholder

approval requirements provided under subsections 5.5(a) and 5.7(a) of MI 61-101 on the basis that participation in the Offering by Insiders will not exceed 25% of the fair market value of the Company's market capitalization.

The Offering may close in one or more tranches, as subscriptions are received. The Securities will be subject to a hold period of four months and one day from the date of issuance. Closing of the Offering, which is expected to occur on or about February 7, 2025, will be subject to satisfaction of certain conditions, including, but not limited to, the receipt of all necessary regulatory and other approvals, including approval by the Exchange.

The Company intends to use the net proceeds from the Offering to fund operations of the Mill as well as future exploration work on the Vila Nova Project, all by way of one or more loans to ECO, and for general working capital purposes.

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#### **Forward-Looking Information**

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information in this press release includes all statements that are not historical facts, including, without limitation, statements with respect to the details of the Offering, including the proposed size, timing and the expected use of proceeds and the receipt of regulatory approval for the Offering; the testing and anticipated commencement of operation of the Mill. 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: the Company may not complete the Offering; the Offering may not be approved by the TSX Venture Exchange; risks associated with the business of the Company; the Mill may not commence operating once testing has been completed, or at all; 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, cost escalation, 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; political 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 press 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.***