

Vancouver, British Columbia--(Newsfile Corp. - August 1, 2019) - **Japan Gold Corp.** (TSXV: JG) (OTCQB: JGLDF) (the "**Company**") announces the terms of a non-brokered private placement (the "Private Placement") for gross proceeds of up to C\$5,000,000 through the issuance of up to 18,518,518 units ("Units") at a price of \$0.27 per Unit. Each Unit will consist of one common share ("Common Share") of the Company and one-half of a transferable common share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to purchase one common share of the Company at a price of \$0.42 per common share for a period of 24 months from the date of closing of the financing.

The Warrants will contain a forced exercise provision if the closing price of the Common Shares is equal to or greater than \$0.84 for a period of 10 consecutive trading days. Proceeds of the Private Placement will be used primarily for the Company's exploration activities and for general working capital purposes. The closing of the Private Placement is subject to receipt of all necessary regulatory approvals and to a hold period of four months and one day in accordance with applicable securities laws.

Red Cloud Klondike Strike Inc. will act as a finder in connection with the placement (the "Finder"). The Company has agreed to pay finders a cash commission equal to 6.0% of the gross proceeds of the Private Placement and warrants to purchase a number of Common Shares equal to 6.0% of the number of Common Shares issued under the Private Placement. The finder's warrants will be exercisable at \$0.27 per Common Share for a period of 12 months from the date of closing.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and such securities may not be offered or sold within the United States absent United States registration or an applicable exemption from United States registration requirements.

**On behalf of the Board of Japan Gold Corp.**

"John Proust"

Chairman & CEO

**About Japan Gold Corp.**

Japan Gold Corp. is a Canadian mineral exploration company focused solely on gold exploration across the three largest islands of Japan: Hokkaido, Honshu and Kyushu. The Company holds a portfolio of 18 Gold Projects which cover areas with known gold occurrences, a history of

mining and are prospective for high-grade epithermal gold mineralization. Japan Gold's leadership team has decades of resource industry and business experience, and the Company has recruited geologists and technical advisors with experience exploring and operating in Japan. More information is available at [www.japangold.com](http://www.japangold.com) or by email at [info@japangold.com](mailto:info@japangold.com).

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### **Cautionary Note**

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as such term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release contains forward-looking statements relating to the Private Placement. These statements are forward-looking in nature and, as a result, are subject to certain risks and uncertainties that include, but are not limited to, general economic, market and business conditions; receipt and timing of regulatory approvals; new legislation; potential delays or changes in plans; and the Company's ability to execute and implement future plans. These forward-looking statements include completion of the Private Placement and the use of proceeds from that financing. Actual results achieved may differ from the information provided herein and, consequently, readers are advised not to place undue reliance on forward-looking information. The forward-looking information contained herein speaks only as of the date of this news release. The Company disclaims any intention or obligation to update or revise forward-looking information or to explain any material difference between such and subsequent actual events, except as required by applicable law.*

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