

# Golden Tag Shares to Resume Trading and Provides Update to Its Acquisition of the La Parrilla Silver Mine Complex

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TORONTO, April 14, 2023 -- Golden Tag Resources Ltd. ("**Golden Tag**" or the "**Company**") (TSX.V: GOG) is pleased to provide the following update regarding its proposed acquisition of the La Parrilla Silver Mine Complex ("**La Parrilla**") in Durango, Mexico (the "**Transaction**") from First Majestic Silver Corp ("**First Majestic**") pursuant to an asset purchase agreement entered into between First Majestic, First Majestic Plata, S.A. DE C.V., and Golden Tag, dated December 7, 2022 (the "**Asset Purchase Agreement**") and as previously announced in the Company's news release dated December 7, 2022. Upon dissemination of this news release, the Company anticipates trading will resume in the Golden Tag Shares (as defined herein) on or about April 19, 2023.

Pursuant to Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* of the TSX Venture Exchange's ("**TSXV**") Corporate Finance Manual ("**Policy 5.3**"), the Transaction will be classified as a Reviewable Transaction (as such terms is defined under Policy 5.3); in connection with being classified as a Reviewable Transaction, the Company:

1. Will not issue more than an aggregate of 45,068,581 common shares in the capital of Golden Tag (the "**Golden Tag Shares**") in satisfaction of the First Deferred Payment (as such terms is defined under the Asset Purchase Agreement); and
2. Will file an application pursuant Policy 4.3 – *Shares for Debt* of the TSXV's Corporate Finance Manual, prior to the issuance of any Golden Tag Shares in satisfaction of the Second Deferred Payment (as such terms is defined under the Asset Purchase Agreement) (the "**Shares for Debt Application**").

Approval of the TSXV of the issuance of the Golden Tag Shares in satisfaction of the Second Deferred Payment Shares is subject to: (i) the approval of the Shares for Debt Application by the TSXV, and (ii) First Majestic effecting a share distribution on a *pro rata* basis to its shareholders, such that First Majestic holds no more than 19.9% of the issue and outstanding Golden Tag Shares (on a non-diluted basis) after payment of the Second Deferred Payment.

The completion of the proposed Transaction is subject to a number of conditions including, but not limited to: (i) the approval by the Golden Tag shareholders of the creation of a new Control Person (as such term is defined under the policies of the TSXV) as a result of the Transaction; (ii) the completion by the Company of the private placement for minimum gross proceeds of C\$9,000,000 (inclusive of the subscription of First Majestic in the amount of US\$2,700,000); (iii) the receipt of all necessary consents, approvals and authorizations (including the TSXV and the Mexican Antitrust Commission) for the Transaction; and (iv) other conditions which are customary for a transaction of this type.

For further details of the Asset Purchase Agreement, please refer to a copy of the Asset Purchase Agreement, which can be found on the Company's SEDAR profile.

## Voting Support Agreement

As previously announced in the Company's press release dated December 7, 2022, concurrent with the completion of the Transaction, First Majestic and the Company will enter into a customary voting supporting agreement effective for the duration of the period that is the longer of: (i) May 31, 2024 and (ii) First Majestic's ownership percentage of the total issued and outstanding Golden Tag Shares being greater than 19.9% (the "**Support Agreement**").

For the duration of the Support Agreement, other than in respect of a change of control transaction, First Majestic shall either abstain or vote any Golden Tag Shares owned by First Majestic in favor of any recommendation of the board of directors of the Company.

## Trading of the Company's Shares

In accordance with the policies of the TSXV, trading in the Golden Tag Shares has remained halted in connection with the proposed Transaction announced on December 7, 2023. The Company expects that trading will resume on or about April 19, 2023, following the dissemination of this press release and subject to approval from the TSXV.

## Financing

On April 14, 2023, Golden Tag closed a further tranche of its previously announced non-brokered private placement of subscription receipts (the "**Offering**"). The gross proceeds received under this tranche of the Offering combined with those to be received pursuant to subscription commitments secured by the Company will result in aggregate gross proceeds of \$1,188,000. The terms of this tranche of the Offering are identical to those described in the Company's news release dated March 30, 2023 available at [www.SEDAR.com](http://www.SEDAR.com). Subsequent tranches are expected to close within the next month.

## Amended and Restated Option Plan

The Company is pleased to provide further details with respect to its amended and restated stock option plan (the “**Amended Option Plan**”), which was approved and adopted by the shareholders of the Company at the most recent annual general and special meeting of the Company held on October 25, 2022.

The Amended Option Plan allows the board of directors of the Company (the “**Board**”) to grant such number of stock options of the Company up to 10% of the issued and outstanding common shares of the Company at the time of grant. The following amendments to the Amended Option Plan were made in order to comply with recent amendments made to the policies of the TSXV governing security-based compensation, and include, among other items:

- Subject to receipt of necessary shareholder approval, the Board may amend the Amended Option Plan to change the termination provisions of a security which does not entail an extension beyond the original expiry date; and
- Subject to receipt of disinterested shareholder approval, the Board may extend the term of a stock option granted pursuant to the Amended Option Plan where such grantee is an Insider (as such term is defined under the policies of the TSXV) of the Company at the time of such proposed extension.

A copy of the Amended Option Plan was attached to the Notice of Meeting and Information Circular of the Company dated September 26, 2022, a copy of which was filed on SEDAR on October 5, 2022.

## About Golden Tag Resources

Golden Tag Resources Ltd. is a Toronto based mineral resource exploration company. The Company holds a 100% interest, subject to a 2% NSR, in the San Diego Project, in Durango, Mexico. The San Diego property is among the largest undeveloped silver assets in Mexico and is located within the prolific Velardeña Mining District. Velardeña hosts several mines having produced silver, zinc, lead and gold for over 100 years. For more information regarding the San Diego property please visit our website at [www.goldentag.ca](http://www.goldentag.ca).

### For additional information, please contact:

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*Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.*

*TSX Venture Exchange Inc. has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.*

## Cautionary Note Regarding Forward Looking Statements:

*Certain statements in this news release are forward-looking and involve a number of risks and uncertainties. Such forward-looking statements are within the meaning of the phrase ‘forward-looking information’ in the Canadian Securities Administrators’ National Instrument 51-102 – Continuous Disclosure Obligations. Forward-looking statements are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as “believes”, “anticipates”, “expects”, “estimates”, “may”, “could”, “would”, “will”, or “plan”. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management’s expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information in this news release includes, but is not limited to, the completion of Transaction and the Offering on the terms described herein (or if at all), the ability to obtain requisite corporate and regulatory approvals, including, but not limited to, the approval of the TSXV for the Transaction and the Offering, the completion of subscription of subscription commitments under the Offering, the Company’s use of the net proceeds of the Offering, and the payment of a finders’ fee in connection with the Offering.*

*In making the forward-looking statements included in this news release, the Company has applied several material assumptions, including that the Company’s financial condition and development plans do not change because of unforeseen events, that future metal prices and the demand and market outlook for metals will remain stable or improve, management’s ability to execute its business strategy, the receipt of all necessary approvals, the satisfaction of all closing conditions of the Transaction, the closing of the Offering, and no unexpected or adverse regulatory changes with respect to La Parrilla. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company’s actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including, but not limited to, the risk that the Company is not able to complete the Transaction or the Offering on the terms anticipated by the Company (or at all), the risk that the Company is unable to obtain requisite corporate and regulatory approvals, including but not limited to the approval of the TSXV, the Mexican government, and shareholder approval, the risk that the assumptions referred to above prove not to be valid or reliable, market conditions and volatility and global economic conditions including increased volatility and potentially*

*negative capital raising conditions resulting from the continued or escalation of the COVID-19 pandemic, risk of delay and/or cessation in planned work or changes in the Company's financial condition and development plans; risks associated with the interpretation of data (including in respect of third party mineralized material) regarding the geology, grade and continuity of mineral deposits, the uncertainty of the geology, grade and continuity of mineral deposits and the risk of unexpected variations in mineral resources, grade and/or recovery rates; risks related to gold, silver and other commodity price fluctuations; employee relations; relationships with and claims by local communities and indigenous populations; availability and increasing costs associated with mining inputs and labour, the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses and permits and the presence of laws and regulations that may impose restrictions on mining; risks relating to environmental regulation and liability; the possibility that results will not be consistent with the Company's expectations.*

*Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed, and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.*