

Golden Share Resources Announces Approval of Reverse-Takeover Transaction and Voluntary Delisting from The TSX Venture Exchange

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Toronto, Jan. 14, 2025 - [Golden Share Resources Corp.](#) (TSXV: GSH) ("Golden Share" or the "Company") announces that the common shares of the Company are expected to be voluntarily delisted from the TSX Venture Exchange (the "TSXV") after markets close on January 23, 2025 (the "Delisting"). The Delisting was approved by the TSXV and by a majority of the minority shareholders of the Company (the "Shareholders"). The Company is also pleased to announce that Shareholders have approved the previously announced arm's length reverse takeover transaction (the "Transaction") with [Lipari Diamond Mines Ltd.](#) ("Lipari"), a British Columbia based company with interests in diamond properties in Brazil and Angola.

For further information about the Transaction, please refer to the press releases of the Company dated February 15, 2024, and March 20, 2023. The Delisting is being conducted in connection with the Transaction. Golden Share and Lipari have received conditional approval from the CBOE Canada Inc. ("CBOE") to list the common shares of the issuer which will be formed upon completion of the Transaction, to be named "Lipari Diamond Mines Ltd." (the "Resulting Issuer"). Listing of the Resulting Issuer's shares is subject to completion of the Transaction and the satisfaction of all conditions of the CBOE, including completion of outstanding CBOE application documentation and payment of fees pursuant to the CBOE's policies.

Additional Information

Further updates in respect of the Transaction will be provided in subsequent news releases. Also, additional information concerning the Transaction, Golden Share, Lipari and the Resulting Issuer will be provided in a filing statement to be filed by the Company in connection with the Transaction, which will be available in due course under Golden Share's SEDAR+ profile at www.sedarplus.ca.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. The securities of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws unless pursuant to an exemption from such registration.

Forward-Looking Statements

Certain information provided in this press release, including the effective date of the Delisting and the listing of the Resulting Issuer on the CBOE constitutes forward-looking statements and information within the meaning of applicable securities laws. Forward-looking information typically contains statements with words such as "anticipate", "believe", "forecast", "expect", "plan", "intend", "estimate", "propose", "project", or similar words suggesting future outcomes. The Company cautions readers and prospective investors in the Company's securities not to place undue reliance on forward-looking information as, by its nature, it is based on current expectations regarding future events that involve a number of assumptions, inherent risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things the risks that: the Delisting and the listing of the Resulting Issuer's shares on the CBOE are not completed as described in this news release.

The forward-looking information included herein is expressly qualified in its entirety by this cautionary statement. The forward-looking information included herein is made as of the date hereof and the Company assumes no obligation to update or revise any forward-looking information to reflect new events or circumstances, except as required by law.

Neither the TSXV, nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities

commission or other regulatory authority has approved or disapproved the information contained herein.

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