



Tri Origin Announces Early Warning Report and Related Party Participation

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Aurora, Ontario, January 13, 2021 – Tri Origin Exploration Ltd. (TSX-V: TOE) (the “Company”) is announcing that certain directors (the “Insiders”) have participated in its previously announced non-brokered private placement and upsizing issuing 21,923,076 units of the Company for aggregate gross proceeds of \$2,750,000 through the private placement (the “Private Placement”).

The Insiders of the Company have subscribed for an aggregate of 978,154 units of the Company for aggregate gross proceeds of \$125,500. The Insiders’ participation in the Private Placement will support advancement of the Company’s mining projects and general working capital purposes. The issuance of the units to the Insiders pursuant to the Private Placement are considered related party transactions within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company intends to rely on the exemptions from the formal valuation and minority approval in sections 5.5(b) and 5.7(b) of MI 61-101 in respect of the Company not listed on specific markets and the related party transaction not exceeding \$2,500,000 respectively.

The closing of the Private Placement has resulted in a greater than 2% decrease of director Robert Valliant’s ownership in the capital of the Company due to dilution. Prior to the Private Placement, Dr. Valliant owned or controlled a total of 2,744,842 common shares, 200,000 warrants and 1,000,000 options of the Company, representing a 10.14% interest on an undiluted basis and 13.95% on a partially diluted basis. Following the Private Placement, Dr. Valliant owned or controlled a total of 3,518,996 common shares, 974,154 warrants and 1,000,000 options of the Company, representing a 7.18% interest on an undiluted basis and 10.78% on a partially diluted basis.

In satisfaction of the requirements of TSXV Policy 4.1 – Private Placements, TSXV Policy 5.9 – Protection of Minority Securityholders in Special Transactions, Multilateral Instrument 61-101 – Protection of Minority Security Holder in Special Transactions, National Instrument 51-102 – Continuous Disclosure Obligations, National Instrument 62-104 - Take-Over Bids And Issuer Bids and National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, a material change report respecting the acquisition of securities by the related party transactions and an early warning report respecting the decrease in director Robert Valliant’s holdings in the capital of the Company will be filed under the Company’s SEDAR Profile at www.sedar.com. A copy of the early warning report regarding the change in shareholding can be obtained by contacting Robert Valliant at 905-727-1779.

Closing of the Private Placement is subject to the approval of the TSX Venture Exchange.

Participation in the Private Placement was completed for investment purposes. Depending on market and other conditions, the Insiders may from time to time in the future increase or decrease their ownership, control or direction over securities of the Company, through market transactions, private agreements, or otherwise.



About Tri Origin

Tri Origin Exploration Ltd. is publicly listed on the TSX Venture Exchange under the trading symbol TOE. Tri Origin is a leading Canadian exploration company with gold and base metal projects in Canada.

For more information about Tri Origin, please visit www.triorigin.com or SEDAR www.sedar.com or contact:

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Tri Origin Exploration Ltd.

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Forward Looking Statements:

Neither 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 release. This News Release includes certain “forward-looking statements” which 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 intention to complete the foregoing, the Company’s objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, the Company’s ability to obtain all approvals required in connection with the foregoing, the Company’s ability to predict or counteract potential impact of COVID-19 coronavirus on factors relevant to the Company’s business failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company’s public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.