



WINSHEAR GOLD COMMENCES ARBITRATION PROCEEDINGS AGAINST THE GOVERNMENT OF TANZANIA FOR THE EXPROPRIATION OF ITS SMP GOLD PROJECT

Vancouver, February 13, 2023

Winshear Gold Corp. (TSXV: WINS) ('Winshear', the 'Company', or the 'Claimant'), formerly Helio Resource Corp., provides the following update on the dispute with the United Republic of Tanzania ("Tanzania") which is the subject of arbitration through the International Centre for Settlement of Investments Disputes ("ICSID"), a member of the World Bank.

The Company reports that the evidentiary hearing commences today in Washington D.C.. A three-person tribunal panel is presiding over the court hearings, which are expected to conclude on or before the close of business on Friday February 17th, 2023.

The ICSID Convention has been ratified by 158 States, including Tanzania. An award issued by an ICSID tribunal is enforceable in any one of those 158 member States as if it were a judgment of one of their own courts.

Winshear is represented by the international law firms LALIVE and Boies Schiller Flexner in the arbitration process. Both firms specialise in international arbitration with the Claimant seeking compensation of in excess of CDN\$130M for the loss of its investment in Tanzania (including interest which continues to accrue). In addition, the Claimant seeks reimbursement of its arbitration costs and fees by Tanzania.

A litigation funding facility for US\$3.3M is in place with Delta Capital Partners Management ("DELTA"), a firm out of headquartered in Chicago Illinois that specializes in litigation funding. This funding facility covers all legal costs associated with arbitration and is only repayable in the event of a successful award that is recovered from the United Republic of Tanzania.

Background to Claim

In July 2017, the Government of Tanzania amended the Mining Act 2010 by, *inter alia*, abolishing the Retention Licence classification. The Company's SMP Mineral Resource was wholly contained within four Retention Licences.

On 10 January 2018, Tanzania published the new Mining (Mineral Rights) Regulations 2018, which cancelled all Retention Licences at which point they ceased to have any legal effect. The rights over all areas under Retention Licences, including the Retention Licences held for the SMP Gold Project, were immediately transferred to the Government of Tanzania.

During the time from January 2018 to December 2019, the Company actively engaged with the Tanzanian Ministry for Minerals and the Mining Commission in an effort to resolve a suitable tenure mechanism for the Project Licence to be reinstated, without success.

On 19 December 2019, the Mining Commission of Tanzania announced a public invitation to tender for the joint development of areas covered previously by Retention Licences. The invitation provided that the successful bidder should compensate the previous Retention Licence holder.

On 20 December 2019, the Mining Commission of Tanzania announced a revised public invitation to tender, which removed the condition that the successful bidder compensate the previous retention licence holder.

Through the measures described above, Tanzania has removed the ownership of the Project from the Claimant, and the Claimant alleges that Tanzania, in doing so, has breached its obligations to the Claimant under the Canadian-Tanzania BIT and international law. These include, but are not limited to:

1. Tanzania's obligation not to nationalise or expropriate the Claimant's investments or subject them to measures having effect equivalent to nationalisation or expropriation without prompt, adequate and effective compensation under the BIT; and
2. Tanzania's obligation to accord fair and equitable treatment and full protection and security to the Claimant's investment and not to impair by unreasonable or discriminatory measures the maintenance, use, enjoyment or disposal of the Claimant's investment under the BIT.

Under the BIT the evidentiary hearing underway in Washington is being video recorded and will be made available to the public for review. Winshear will make this available to shareholders and the public on its website when it is available.

About Winshear Gold Corp.

Winshear Gold Corp. is a Canadian-based minerals exploration company advancing the Gaban Gold Project in the Puno region of Peru. Gaban is a possible hard-rock source for the modern-day alluvial gold rush underway in the Madre de Dios basin downstream.

The Company is in the process of concluding fully funded arbitration proceedings against the Tanzanian Government to recover its investment and damages for the expropriation of its SMP Gold Project in Tanzania.

For more information, please contact Irene Dorsman at +1 (604) 200 7874 or visit www.winshear.com

ON BEHALF OF THE BOARD OF DIRECTORS

"Richard D. Williams"
Richard Williams, CEO

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Generally, forward-looking information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are 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 statements or forward-looking information, including the risks normally associated with arbitration cases. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that are incorporated by reference herein, except in accordance with applicable securities laws.