



ZODIAC GOLD

ZODIAC GOLD ANNOUNCES CLOSING OF FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

NOT FOR DISSEMINATION IN THE UNITED STATES

Vancouver, BC, January 3, 2024 - Zodiac Gold Inc. (“**Zodiac Gold**” or the “**Company**”) (TSX.V:ZAU), a West-African gold exploration company, is pleased to announce that, further to the Company's news release dated November 20, 2024, it has closed its first tranche of its previously announced private placement (the “**Offering**”) for gross proceeds of approximately C\$123,000 (the “**First Tranche**”). The net proceeds of the First Tranche will be used for exploration of the Company's Todi gold project and for working capital purposes.

Pursuant to the First Tranche closing of the Offering, the Company issued 1,230,000 units of the Company (each a “**Unit**”) at a price of C\$0.10 per Unit. Each Unit consists of one common share of the Company (each, a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional Common Share (a “**Warrant Share**”) at a price of C\$0.15 per Warrant Share until the date which is 24 months following the closing date of the First Tranche of the Offering.

The Company paid finder’s fees to certain finders, consisting of a cash fee of C\$1,400 and 10,400 finder warrants (the “**Finder Warrants**”) pursuant to the First Tranche. Each Finder Warrant entitles the holder to acquire one Common Share at a price of C\$0.15 per share for a period of 24 months from the date of issuance.

All securities issued pursuant to the First Tranche closing of the Offering, including Common Shares issuable upon the exercise of Warrants, are and will be subject to a hold period of four months and one day after the date of closing of the First Tranche of the Offering.

The securities described herein 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 accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

The Company also announces that it has received TSX Venture Exchange (“**TSXV**”) approval to extend the closing of the Offering until January 30, 2025. The Company expects to close the balance of the Offering on or before January 30, 2025.

Insider Participation

An insider participated in the Offering and subscribed for an aggregate of 100,000 Units for a total of approximately C\$10,000. Such participation is considered to be a “related party transaction” as defined under the policies of the TSXV and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company has relied on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related-party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value (as determined under MI 61-101) of the Units acquired by the insider and the consideration paid by such insider does not exceed 25% of the Company's market capitalization. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.



Shares for Debt Settlement

In addition, the Company intends to settle an aggregate of C\$166,425.30 owing to certain Director and service providers of the Company, including David Kol (Director and Chief Executive Officer), by issuing a total of 1,664,253 Common Shares to them at a price of C\$0.10 per share. The amounts owing represent unpaid fees for services and expenses previously provided to the Company, as well as cash advances that have been previously provided to the Company to fund certain short-term working capital expenditures. The Company is proposing to complete these settlements to preserve cash to fund future operations. The disinterested members of the Company's board of directors believe that the debt settlements are in the best interests of the Company and have unanimously approved them. Completion of the debt settlements is subject to the receipt of all necessary TSXV approvals.

Because insiders will be participating in the debt settlement, it is considered to be a "related party transaction" as defined under the policies of the TSXV and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related-party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as neither the fair market value of the Common Shares to be issued to the participating insiders nor the consideration received from them exceeds 25% of the Company's market capitalization.

About Zodiac Gold

Zodiac Gold Inc. (TSX.V:ZAU) is a West-African gold exploration company focused on its flagship Todi Project situated in Liberia—an underexplored, politically stable, mining-friendly jurisdiction hosting several large-scale gold deposits. Strategically positioned along the fertile Todi Shear Zone, Zodiac Gold is developing a district-scale gold opportunity covering a vast 2,316 km² land package. The project has undergone de-risking, showcasing proven gold occurrences at both surface and depth, with five drill-ready targets and high-grade gold intercepts.

For further information, please visit the Zodiac Gold website at www.zodiac-gold.com or contact:

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Forward Looking Information

This news release includes certain “forward-looking statements” within the meaning of Canadian securities legislation.

Forward-looking statements include predictions, projections, and forecasts and are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “forecast”, “expect”, “potential”, “project”, “target”, “schedule”, “budget” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions and includes the negatives thereof. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding the Company's planned exploration programs and drill programs and potential significance of results are forward-looking statements that involve



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various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are based on a number of material factors and assumptions. Important factors that could cause actual results to differ materially from Company's expectations include actual exploration results, changes in project parameters as plans continue to be refined, results of future resource estimates, future metal prices, availability of capital, and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes, defects in title, availability of personnel, materials, and equipment on a timely basis, accidents or equipment breakdowns, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ from those described in forward-looking statements, there may be other factors that cause such actions, events, or results to differ materially from those anticipated. There can be no assurance that forward-looking statements will prove to be accurate, and accordingly readers are cautioned not to place undue reliance on forward-looking statements.

The securities described herein have not been, and will not be, registered under the United States Securities Act, or any state securities laws, and accordingly may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

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.