



# ZODIAC GOLD

## Zodiac Gold Announces Non-Brokered Private Placement for up to C\$4.025 Million

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Vancouver, British Columbia--(Newsfile Corp. - June 4, 2026) - Zodiac Gold Inc. (TSXV: ZAU) (OTCQB: ZAUIF) (FSE: K19) ("**Zodiac Gold**" or the "**Company**") a West-African gold exploration company, is pleased to announce an offering of units of the Company (the "**Units**"), on a non-brokered private placement basis, for aggregate proceeds of up to C\$4,025,000 (the "**Offering**"). The Offering is being led by insiders and existing shareholders of the Company. The net proceeds of the Offering will be used to expand its drill program at the Todi Gold project, advance exploration across its exploration licenses and for working capital purposes. Closing of the Offering is anticipated to be completed on or about 45 days or such other date or dates that the Company may determine and may occur in tranches.

### **Offering**

In connection with the Offering, the Company intends to issue up to 11,500,000 Units at a price of C\$0.35 per Unit (the "**Issue Price**"). Each Unit will consist of one common share of the Company (a "**Common Share**") and one-half of one common share purchase warrant (a "**Warrant**"). Each whole Warrant will entitle the holder to acquire one (1) Common Share (a "**Warrant Share**") for a period of 24 months from the date of issuance (subject to acceleration) (the "**Expiry Date**"), at an exercise price of C\$0.54 per share.

The Warrants will be subject to an accelerated expiry provision such that if, during a period of 30 consecutive trading days between the date that is four months following the issuance of the Warrant and the expiry of the Warrants, the daily volume weighted average trading price of the common shares of the Company on the TSX Venture Exchange (the "**TSXV**") (or such other stock exchange where the majority of the trading volume occurs) exceeds C\$0.65, the Company may, within 30 days of such an occurrence, give written notice to the holders of the Warrants that the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day following the giving of notice unless exercised by the holders prior to such date. Upon receipt of such notice, the holders of the Warrants will have 30 days to exercise their Warrants. Any Warrants which remain unexercised at 4:00 p.m. (Vancouver time) on the 30th day following the giving of such notice will expire at that time.

All securities issued pursuant to the Offering, including any Common Shares issuable upon exercise of the Warrants, will be subject to a hold period of four months and one day from the applicable closing date in accordance with applicable securities laws. The Company may pay finder's fees or commissions to eligible parties in connection with the Offering, subject to the approval of the TSXV and applicable securities laws. The Offering remains subject to the approval of the TSXV.

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.

### **Insider Participation**

It is expected that certain directors and officers of the Company (the "**Insiders**") may participate in the Offering. The participation of Insiders in the Offering will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company anticipates 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



securities to be acquired by the participating Insiders nor the consideration to be paid by such directors and officers is anticipated to exceed 25 percent of the Company's market capitalization.

### **About Zodiac Gold**

Zodiac Gold Inc. (TSXV: ZAU) (OTCQB: ZAUIF) (FSE: K19) is a West-African gold exploration company focused on its flagship Todi Gold Project in Liberia—an underexplored, politically stable, mining friendly jurisdiction hosting several large-scale gold and iron ore deposits. Strategically positioned along the fertile Todi Shear Zone, Zodiac Gold is developing a district-scale gold opportunity with additional iron ore potential, covering a vast 2,316 km<sup>2</sup> land package. The Todi Gold Project has undergone de-risking, showcasing proven gold occurrences at both surface and depth, with five drill-ready targets, of which two have been drilled and returned high-grade gold intercepts.

For further information, please visit the Zodiac Gold website at [www.zodiac-gold.com](http://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 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.

*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.*