

TomaGold Announces Closing of the First Tranche of Its Private Placement

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[TomaGold Corp.](#) (TSXV: LOT; OTCPK: TOGOF) ("TomaGold" or the "Company") is pleased to announce that it has closed the first tranche (the "First Tranche") of its previously announced non-brokered private placement (the "Private Placement") for total proceeds of \$1,105,000, through the issuance of: (i) 19,300,000 common shares of the Company on a "flow-through" basis (the "FT Shares") at a price of \$0.05 per FT Share; and (ii) 3,500,000 units (the "Units") at a price of \$0.04 per Unit. Each Unit consists of one common share in the capital of the Company (each, a "Share") and one-half of one Share purchase warrant (each whole warrant, a "Warrant"), each entitling the holder thereof to purchase one additional Share at \$0.08 for a period of 24 months from the date of issuance thereof.

In connection with the First Tranche of the Private Placement, TomaGold paid aggregate cash finder's fees of \$56,000 and issued 1,120,000 finder's compensation warrants to the eligible finders (the "Finder's Warrants"). Each Finder's Warrant entitles the holder to purchase one Share of the Company at \$0.08 per Share for a period of 24 months from the date of issuance.

All securities issued in connection with the First Tranche of the Private Placement are subject to a statutory hold period of 4 months and a day from their issuance. The net proceeds from the sale of the Units will be mainly used by the Company for general and corporate working capital purposes, with no specific use representing 10% or more of the gross proceeds. The Company intends to use the gross proceeds from the sale of the FT Shares to incur exploration expenses that are eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the Income Tax Act (Canada).

An officer of TomaGold (the "Insider") purchased, directly and indirectly, 750,000 Units for a total consideration of \$30,000 which constitutes a related party transaction, but is exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as TomaGold's securities are not listed on any stock exchange identified in Section 5.5(b) of MI 61-101 and the fair market value of the Shares issued to the Insider does not exceed 25% of the Company's market capitalization. TomaGold did not file a material change report with respect to the participation of the Insider at least 21 days prior to the closing of the Private Placement as the insider participation was not determined at that time.

Closing of the Private Placement remains subject to final approval of the TSXV Venture Exchange.

Marketing Agreement

TomaGold has engaged the services of OTCWagon ("OTCW") for a 38-day market awareness program in compliance with the policies and guidelines of the TSX Venture Exchange and other applicable legislation. OTCW will be paid a one-time fee of C\$10,000. The agreement between the Company and OTCW was signed on November 21, 2025 for a 38-day term. There are no performance factors contained in the agreement and no stock options or other compensation in connection with the engagement. OTCW and its clients may acquire an interest in the securities of the Company in the future.

About TomaGold

TomaGold Corp. (TSXV: LOT, OTCPK: TOGOF) is a Canadian junior mining company focused on the acquisition, exploration, and development of high-potential precious and base metal projects, with a primary focus on gold and copper in Quebec and Ontario. The Company's core assets are located in the Chibougamau Mining Camp in northern Quebec, where it owns the Obalski gold-copper-silver project and holds options to acquire 12 additional properties, including the Berrigan Mine, Radar, David, and Dufault projects. TomaGold also holds a 24.5% joint venture interest in the Baird gold property near the Red Lake

Mining Camp in Ontario. In addition, the Company has lithium and rare earth element (REE) projects in the James Bay region, strategically positioned near significant recent discoveries.

Cautionary Statement on Forward-Looking Information

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include the potential results of exploration and drilling activities, market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates, opinions, or other factors should change.

Neither TSX Venture Exchange nor its Regulations Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

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