

# A2 Gold Corp. Announces Warrant Exercise Incentive Program

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A2Gold Corp. ("A2Gold" or the "Company") (AUAU: TSX-V) (AUXXF: OTCQX) announces a warrant exercise incentive program (the "Incentive Program") relating to 10,500,000 outstanding common share purchase warrants (the "Eligible Warrants"). The Eligible Warrants were issued in connection with a private placement that closed on September 5, 2025, and are exercisable to acquire one common share of the Company (a "Warrant Share") at a price of \$0.70 per share until March 5, 2027.

The Incentive Program is designed to encourage the early exercise of the Eligible Warrants during a 30 day period commencing on December 29, 2025, and expiring at 4:00 p.m. (PDT) on January 28, 2026 (the "Incentive Period").

Under the terms of the Incentive Program, each holder who exercises an Eligible Warrant during the Incentive Period will receive, for each Eligible Warrant exercised, one third (1/3) of additional common share purchase warrant (an "Incentive Warrant"). Each whole Incentive Warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$1.00 per share for a period of 12 months from the date of issuance.

All Incentive Warrants will be issued to participating holders promptly following the expiry of the Incentive Period.

The Incentive Warrants, and any common shares issued upon exercise thereof, will be subject to a statutory hold period of four months and one day from the date of issuance of the Incentive Warrants, in accordance with applicable Canadian securities laws.

Eligible Warrants that remain unexercised after the Incentive Period will continue to be exercisable on their original terms until March 5, 2027. However, no Incentive Warrants will be issued in respect of any Eligible Warrants exercised after the Incentive Period.

The Incentive Program is subject to certain conditions, including the receipt of all necessary regulatory approvals, including the final approval of the TSXV.

## Machai Capital Option Clarification

The Company wishes to clarify the terms of a stock option grant to Machai Capital Inc. that was previously announced on October 28, 2025. The expiration date of the 250,000 stock options should have stated 15 months from the date of grant.

## United States Securities Law Disclosure

The securities to be issued pursuant to the Incentive Program 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 applicable U.S. state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons unless registered under the U.S. Securities Act and applicable state laws or pursuant to available exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

## ABOUT A2GOLD CORP

A2Gold Corp. owns three highly prospective gold projects in the United States all of which are in the mining-friendly jurisdiction of Nevada. A2Gold's flagship, district-scale Eastside Gold-Silver Project hosts a large and expanding gold and silver resource and is in an area of excellent infrastructure. Preliminary metallurgical testing indicates that both oxide and sulphide gold mineralization at Eastside is amenable to heap leaching.

#### ON BEHALF OF THE BOARD

Peter Gianulis, CEO

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Certain statements and information contained in this press release constitute "forward-looking statements" within the meaning of applicable U.S. securities laws and "forward-looking information" within the meaning of applicable Canadian securities laws, which are referred to collectively as "forward-looking statements". The United States Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for certain forward-looking statements. A2Gold Corp.'s ("A2Gold") exploration plans for its gold exploration properties, the drill program at A2Gold's Eastside project, the preparation and publication of an updated resource estimate in respect of the Original Zone at the Eastside project, A2Gold's future exploration and development plans, including anticipated costs and timing thereof; A2Gold's plans for growth through exploration activities, acquisitions or otherwise; and expectations regarding future maintenance and capital expenditures, and working capital requirements. Forward-looking statements are statements and information regarding possible events, conditions or results of operations that are based upon assumptions about future economic conditions and courses of action. All statements and information other than statements of historical fact may be forward-looking statements. In some cases, forward-looking statements can be identified by the use of words such as "seek", "expect", "anticipate", "budget", "plan", "estimate", "continue", "forecast", "intend", "believe", "predict", "potential", "target", "may", "could", "would", "might", "will" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Such forward-looking statements are based on a number of material factors and assumptions and involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or industry results, to differ materially from those anticipated in such forward-looking information. You are cautioned not to place undue reliance on forward-looking statements contained in this press release. Some of the known risks and other factors which could cause actual results to differ materially from those expressed in the forward-looking statements are described in the sections entitled "Risk Factors" in A2Gold's Listing Application, dated January 24, 2018, as filed with the TSX Venture Exchange and available on SEDAR under A2Gold's profile at [www.sedar.com](http://www.sedar.com). Actual results and future events could differ materially from those anticipated in such statements. A2Gold undertakes no obligation to update or revise any forward-looking statements included in this press release if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.

This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy

any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

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