

Arcus Development Group Announces The Completion Of A Share Consolidation, Concurrent Financings And The Reactivation To The TSX-V

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[Arcus Development Group Inc.](#) (TSXV:ADG.H) (“Arcus”) announces that, further to its news releases of December 23, 2025, effective at the opening of trading on December 30, 2025 (the “Effective Date”) the Company’s listed common shares (the “Shares”) were consolidated on the basis of one post-consolidation Share for every ten pre-consolidation Shares outstanding (the “Consolidation”). The number of outstanding Shares were reduced from 73,878,065 to 7,387,807 Shares, subject to adjustments for rounding as part of the Consolidation.

The Company also announces that immediately following the Consolidation, it closed two private placements previously announced on October 15, 2025, November 4, 2025 and November 13, 2025.

The first financing consisted of a non-brokered private placement of 2,000,000 post-consolidation units at a price of \$0.25 per unit for aggregate proceeds of \$500,000. Each unit consisted of one post-consolidation Share and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one post-consolidation share at a price of \$0.40 per share at any time prior to 4:00 p.m. (Vancouver time) on December 30, 2027.

The second financing included a non-brokered private placement of 3,833,333 post-consolidation units at a price of \$0.30 per unit for aggregate proceeds of \$1,150,000. Each unit consisted of one post-consolidation share and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one post-consolidation share at a price of \$0.40 per share at any time prior to 4:00 p.m. (Vancouver time) on December 30, 2027.

Following the Consolidation and the closing of the two private placements, the Company had 13,221,140 issued Shares. The gross proceeds from both private placements were \$1,650,000 and will be used for general working capital and to fund work at the Company’s wholly owned Touleary project, located in the White Gold District of Yukon Territory.

All securities issued in connection with both of the private placements will be subject to a four month statutory hold period expiring on May 1, 2026 in accordance with applicable securities legislation.

The Company further announces that with the completion of the two private placements, it has met the requirements to be listed as a TSX Venture Exchange Tier 2 company. Effective Monday, January 5, 2026, the Company’s listing will transfer from NEX to TSX Venture, the Company’s Tier classification will change from NEX to Tier 2. Effective Monday, January 5, 2026, the trading symbol for the Company will change from ADG.H to ADG. The Company’s name remains unchanged.

A letter of transmittal with respect to the Consolidation will be mailed to registered shareholders of the Company with instructions on how to exchange existing DRS statements or share certificate(s) for new DRS statements or post-Consolidation share certificate(s).

The securities issued in connection with the two private placements 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 may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

On behalf of Arcus Development Group Inc.

“Ian J. Talbot”
Ian J. Talbot, President and CEO

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Neither the 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.

Certain information contained herein constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the use of proceeds of the private placements. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "will" or variations of such words and phrases or statements that certain actions, events or results "will" 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 to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Although management of the Company have 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 will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.

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