

# Zodiac Gold Announces LIFE Offering of up to C\$4.0 Million to Fund a Drill Program at Ben Ben and Accelerate Resource Discovery

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Vancouver, January 13, 2026 - [Zodiac Gold Inc.](#) (TSXV: ZAU) ("Zodiac Gold" or the "Company"), a West African gold exploration company, is pleased to announce a non-brokered offering of up to 20,000,000 units of the Company (each, a "Unit") at a price of \$0.20 per Unit (the "Offering Price") for gross proceeds of up to \$4,000,000 (the "LIFE Offering"). Each Unit will consist of (i) one common share of the Company (a "Share") and (ii) one-half of one non-transferable common share purchase warrant (a "Warrant"). Each Warrant will be exercisable for a period of 36 months from the Closing Date (as defined herein) (the "Warrant Term") and will entitle the holder thereof to purchase one additional common share (a "Warrant Share") at an exercise price of \$0.30 per Warrant Share if duly exercised on or before the date that is 36 months following the Closing Date.

The LIFE Offering will be completed pursuant to the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106" and such exemption, the "Listed Issuer Financing Exemption").

Proceeds from the LIFE Offering will be used primarily to fund a diamond drilling program at the Company's Ben Ben target, aimed at expanding resource development and building on the Company's recent discovery success at Arthington, within the broader Todi Gold Project in Liberia and for other exploration activities, technical studies, and general working capital. The planned drill program at Ben Ben is designed to systematically expand known mineralization, test priority targets along strike and at depth, and advance the project toward resource definition. Management believes Ben Ben represents a scalable discovery opportunity with the potential to materially enhance the Company's valuation through continued exploration success.

Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Units sold pursuant to the LIFE Offering will be offered in all Provinces of Canada except Québec pursuant to the Listed Issuer Financing Exemption. Subject to the rules and policies of the TSX Venture Exchange (the "TSXV"), the securities issuable from the sale of Units to Canadian resident subscribers will not be subject to a hold period under applicable Canadian securities laws. Insiders and certain consultants that participate in the LIFE Offering would be subject to a four-month hold period in respect of securities issued pursuant to applicable policies of the TSXV.

In parallel, the Company is advancing an updated NI 43-101 Technical Report, currently being authored by Dr. John Arthur, a highly respected geologist with extensive experience across West Africa and multiple globally significant gold systems. The updated technical report is expected to incorporate recent exploration results, refined geological interpretations, a NI 43-101 compliant resource at its Arthington target, and clearly defined priority targets. Management believes this work will provide a strong technical foundation for continued resource growth and support a meaningful valuation re-rating as drilling progresses.

Brett Richards, a newly appointed member of the Company's advisory board, has committed to subscribing for \$200,000 of Units in the LIFE Offering. In addition certain insiders of the Company are expected to participate in the LIFE Offering, making the LIFE Offering a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holdings in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101 as the Company's shares are currently listed only on the TSXV and neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves interested parties, is expected to exceed 25% of the Company's market capitalization (as determined under MI 61-101). The material change report in connection with the LIFE Offering is not expected to be filed 21 days in advance of the closing of the LIFE Offering for the purposes of section 5.2(2)

of MI 61-101 on the basis that the subscriptions under the LIFE Offering are not expected to be finalized until shortly before the closing of the LIFE Offering.

There is an offering document related to the LIFE Offering that can be accessed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.zodiac-gold.com](http://www.zodiac-gold.com). Prospective investors should read this offering document before making an investment decision.

It is expected that closing of the LIFE Offering will take place in tranches, with the final closing to occur not later than February 26, 2026 or such other date(s) as may be determined the Company. Closing of the LIFE Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals, including the approval of the TSXV.

The Company anticipates paying finder's fees in connection with the LIFE Offering to certain eligible finders who introduce investors to the Company. Any commissions or finder's fees payable will be in accordance with the policies of the TSXV.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any applicable securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent such registration or an applicable exemption from such registration requirements. This release does not constitute an offer for sale or the solicitation of an offer to buy any of the securities in the United States or to, or for the account or benefit of, a U.S. person. "U.S. Person" and "United States" are as defined in Regulation S under the U.S. Securities Act, or elsewhere.

#### About Zodiac Gold

Zodiac Gold Inc. (TSXV: ZAU) is a West-African gold exploration company focused on its flagship Todi Gold Project situated 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 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.

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