

Waraba Gold Provides Corporate Updates

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Vancouver, January 16, 2026 - [Waraba Gold Ltd.](#) (CSE: WBGD) (FSE: ZE0) (OTC Pink: WARAF) (the "Company" or "Waraba") is pleased to announce that, further to the Company's press releases dated November 17, 2025 (the "November 17 Release") and January 9, 2025 (the "January 9 Release"), it has closed the second and final tranche of the Private Placement for gross proceeds of \$700,000, which included \$630,000 in Debt Settlements owing to certain Debenture holders, to preserve the Company's cash, through the issuance of an aggregate of 10,000,000 Pre-Funded Warrants at a price of \$0.07 per Pre-Funded Warrant (the "Final Tranche"). Capitalized terms not otherwise defined herein have the meanings attributed to them in the November 17 Release and January 9 Release, as applicable.

The Pre-Funded Warrants may not be exercised unless and until Disinterested Shareholders approve, by way of an ordinary resolution, the proposed securities offering that exceed the thresholds outlined in policies of the CSE, as required pursuant to the application of CSE Policy 4.6(2)(a)(i)(2).

If disinterested Shareholder approval is not received, the Pre-Funded Warrant holder would be entitled to redeem their Pre-Funded Warrants for Debentures with the principal amount of such Debentures being equal to the aggregate price attributed to the Pre-Funded Warrants held by the holder.

All securities issued in the Final Tranche and Debt Settlements are subject to a four-month and one-day period pursuant to the policies of the CSE and applicable securities laws.

The funds raised in the Final Tranche will be utilized to fund the commitments under the earn-in arrangements pursuant to the Ivory Coast Projects and general working capital.

Annual General and Special Meeting

The Company is pleased to announce that it will hold the Meeting at the offices of the Company's counsel, Garfinkle Biderman LLP, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 on Monday, February 23, 2026, at 10:00 a.m. (Toronto time) to approve certain annual and special matters, including Disinterested Shareholder approval for (x) the proposed issuance of an aggregate of 22,515,619 Shares underlying the Pre-Funded Warrants, which exceeds the thresholds outlined in the policies of the CSE, as required pursuant to the application of CSE Policy 4.6(2)(a)(i)(2) and (y) the participation of the Participating Insiders in the Transactions, as required pursuant to the application of section 5.6 of MI 61-101

Shareholders registered on the books of the Company as of January 16, 2026 are the Shareholders entitled to receive notice of the Meeting and vote at the Meeting. The notice of Meeting, management information circular and related Meeting materials will be available under the Company's profile on SEDAR+ at www.sedarplus.ca in due course.

About Waraba

The Company is a resource exploration company that is acquiring and exploring mineral properties. The Company is a reporting issuer in the provinces of British Columbia and Alberta. The Company's Shares trade on the CSE under the trading symbol "WBGD" and on the Frankfurt Stock Exchange under the trading symbol "ZE0".

For more information about the Company, please refer to the Company's profile available on SEDAR+ (www.sedarplus.ca).

On Behalf of the Board

Carl Esprey

Chief Executive Officer and Director
Telephone: +1 312 235 2605
Email: cesprey@warabagold.com

Forward-Looking Information and Cautionary Statements

This press release contains forward-looking information or forward-looking statements under applicable Canadian securities laws (collectively, "forward-looking statements"). All information that addresses activities or developments that we expect to occur in the future are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "likely" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made. In this press release, such forward-looking statements include, but are not limited to, statements relating to: the intended use of proceeds; receipt of Disinterested Shareholder approval; Debentures being issued to Pre-Funded Warrant holders; receipt of all regulatory approvals; the Company's intention to hold the Meeting for the purposes and under the timeline as stated herein; and future exploration and acquisition of mineral properties by the Company.

Forward-looking statements are based on assumptions that may prove to be incorrect, including but not limited to: the Company will use the proceeds as set out herein; the Company will receive all regulatory approvals and Disinterested Shareholder approval; Debentures will not be issued to Pre-Funded Warrant holders; the Company holding the Meeting for the purposes and under the timeline stated herein; and the Company will acquire and explore mineral properties.

The above lists of forward-looking statements and assumptions are not exhaustive. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated or implied by such forward-looking statements due to a number of factors and risks. These include: the failure of the Company to comply with applicable regulatory requirements; unexpected changes in governmental policies and regulations in the jurisdictions in which the Company operates; the Company's ability to continue to meet the listing requirements of the CSE; any unexpected failure to maintain in good standing or renew its licenses; the ability of the Company and its subsidiaries, if any, (collectively, the "Group") to deliver on their commitments or objectives; the Group's possible exposure to liability, the perceived level of risk related thereto, and the anticipated results of any litigation or other similar disputes or legal proceedings involving the Group; the impact of increasing competition; any lack of merger and acquisition opportunities; adverse market conditions; reliance on key personnel; the risk of defaulting on existing debt; the inability of the Company to meet its goals and/or strategic plans; the Company may be unable to apply the proceeds as intended; the Company will not receive Disinterested Shareholder approval and Debentures will be issued to Pre-Funded Warrant holders; the Company's inability to hold the Meeting for the purposes and under the timeline stated herein or at all; and the Company will be unable to acquire and/or explore mineral properties. Please see the other risks, uncertainties and factors set out under the Company's continuous disclosure documents, which are available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca. Any forward-looking statement included in this press release is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company does not undertake any obligation to update forward-looking statements except as required by applicable securities laws. Investors should not place undue reliance on forward-looking statements. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/280652>

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