

Zodiac Gold Announces Further Upsizing of LIFE Offering

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Vancouver, January 23, 2026 - [Zodiac Gold Inc.](#) (TSXV: ZAU) ("Zodiac Gold" or the "Company"), a West African gold exploration company, is pleased to announce that, due to continued strong investor demand, it has further upsized the listed issuer financing exemption offering previously announced on January 12, 13 and 15, 2026 (the "Offering") from gross proceeds of up to \$5.0 million to gross proceeds of up to \$6.1 million.

Each unit is priced at \$0.20 (the "Unit"). 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

In connection with the upsizing, the Company will be filing a third amended and restated offering document related to the Offering and the use by the Company of the Listed Issuer Financing Exemption under the Company's profile on www.sedarplus.ca and will also make it available on the Company's website at www.zodiac-gold.com. Prospective investors should read the third amended and restated 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 January 30, 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.

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 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 km² 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 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.

Neither 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.

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