

Zodiac Gold Announces Closing of Upsized LIFE Offering for Gross Proceeds of \$6.1 Million

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Vancouver, January 28, 2026 - [Zodiac Gold Inc.](#) (TSXV: ZAU) ("Zodiac Gold" or the "Company"), a West African gold exploration company, is pleased to announce that it has successfully closed its previously announced listed issuer financing exemption offering (the "Offering") for aggregate gross proceeds of \$6.1 million, issuing 30,500,000 units ("Units") at a price of \$0.20 per unit following strong and continued investor demand. Each Unit is comprised of one common share of the Company (a "Common Share") and one-half of one non-transferable common share purchase warrant at an exercise price of \$0.30 for 36 months from the date of closing of the Offering.

The net proceeds from the Offering will be used to advance the Company's exploration programs across its portfolio of gold assets in Liberia, including continued drilling and technical work, as well as for general working capital purposes.

"This financing is a major validation of Zodiac Gold's strategy, assets, and team," said David Kol, Chief Executive Officer of Zodiac Gold. "The level and quality of demand we saw speaks to the scale of our opportunity in Liberia and the growing recognition that Zodiac Gold controls one of the most compelling emerging gold districts in West Africa. With this capital secured, we are funded to aggressively advance drilling and unlock value across our portfolio."

The Units distributed in connection with the Offering were issued and sold pursuant to the "Listed Issuer Financing Exemption" available under Part 5A of National Instrument 45-106 - Prospectus Exemptions (the "LIFE Exemption"), as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption. Units issued under the Offering are not subject to resale restrictions in Canada in accordance with applicable Canadian securities laws and the policies of the TSX Venture Exchange.

In connection with the Offering, the Corporation intends to pay cash fees and issue compensation warrants ("Compensation Warrants") to finders as follows: \$56,940 and 284,700 Compensation Warrants to Canaccord Genuity Corp.; \$6,000 and 30,000 Compensation Warrants to Venum Financial Corp.; \$30,000 and 150,000 Compensation Warrants to Research Capital Corp.; \$1,000 and 5,000 Compensation Warrants to Red Cloud Securities Inc.; and \$112,000 and 560,000 Compensation Warrants to Haywood Securities Inc. Each Compensation Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.20 from the date of closing of the Offering. The Compensation Warrants and the Common Shares issuable upon the exercise of the Compensation Warrants are subject to a statutory holder period in accordance with applicable Canadian securities laws, expiring four months and one day from the date of issuance of the Compensation Warrants.

The securities described herein 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 accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction..

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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