

# Compass Gold Closes Private Placement of Units for Gross Proceeds of \$5,398,330

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Toronto, February 12, 2026 - [Compass Gold Corp.](#) (TSXV: CVB) ("Compass Gold" or the "Company") announced today that it has issued and sold 28,412,264 units of the Company ("Units"), at a price of \$0.19 per Unit, for aggregate gross proceeds of approximately \$5,398,330, pursuant to its previously announced private placement (the "Offering"). (See Compass Gold announcement dated February 3, 2026.) Canaccord Genuity Corp. acted as sole agent and bookrunner (the "Agent") in connection with the Offering.

Compass Gold CEO Larry Phillips said, "The proceeds of this successful offering will be put to use immediately to accelerate our Small Mine Strategy and to enhance and complete our first development at Massala following issuance of the Small Mine permit. In response to the strong demand for this offering, our Board of Directors agreed to increase the original target of \$5 million. We appreciate the work of the Canaccord Genuity team to introduce Compass Gold to a broad new network of investors, and we look forward to working with them in the coming months."

Each Unit issued pursuant to the Offering consisted of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable by the holder thereof to purchase one common share of the Company at a price of \$0.25 at any time on or before February 12, 2029.

The net proceeds from the sale of Units will be used for the evaluation and establishment of a gold processing facility at the Company's Massala prospect, drilling, completion of a metallurgical study, bulk sampling and general corporate and working capital purposes as set out in the Offering Document (as defined below).

In accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Units were issued to purchasers pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, subject to the exemptions thereto in Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption. The common shares and Warrants comprising the Units, and the common shares underlying the Warrants, are not subject to a hold period pursuant to applicable Canadian securities laws.

For its services in connection with the Offering, the Agent was paid a cash commission equal to 6.0% of the gross proceeds of the Offering, which was reduced to 2.0% for Units sold to purchasers on the president's list, and issued an aggregate of 1,225,020 non-transferable broker warrants of the Company (the "Broker Warrants"). Each Broker Warrant is exercisable by the Agent to purchase one common share of the Company at a price of \$0.19 at any time on or before February 12, 2028. The Broker Warrants, and the common shares underlying the Broker Warrants, are subject to a hold period expiring four months and one day after the date of issuance of the Broker Warrants.

The offering document ("Offering Document") related to the Offering can be accessed under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.compassgoldcorp.com](http://www.compassgoldcorp.com).

Insiders of the Company purchased an aggregate of 636,842 Units under the Offering for total consideration of approximately \$121,000. Such participation is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Participation by insiders in the Offering was exempt from (i) the valuation requirements of MI 61-101 by virtue of the exemption contained in Section 5.5(b) of MI 61-101, as the Company is listed only on the TSX Venture Exchange; and (ii) the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) of MI 61-101, as at the time the Offering was agreed to, neither the fair market value of the subject matter, nor the fair market value of the consideration for, the Offering, insofar as it involved interested parties, exceeded 25% of the market capitalization of the Company.

The Company did not file a material change report related to the insider participation under the Offering more than 21 days before closing. This was considered reasonable and necessary in the circumstances, as the details of the Offering (including insider participation) were only recently finalized and the Company desired to complete the Offering in an expeditious manner.

The Offering remains subject to final acceptance by the TSX Venture Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available. "United States" and "U.S. person" have the meaning ascribed to them in Regulation S under the 1933 Act.

#### About Compass Gold

Compass Gold, a public company incorporated in Ontario, is a Tier 2 issuer on the TSX-V. Through the 2017 acquisition of MGE and Malian subsidiaries, Compass Gold holds gold exploration permits located in Mali that comprise the Sikasso Property. The exploration permits are located in three sites in southern Mali with a combined land holding of approximately 900 sq. km. The Sikasso Property is located in the same region as several multi-million-ounce gold projects, including Morila, Syama, Kalana and Komana. The Company's Mali-based technical team, led in the field by Dr. Madani Diallo and under the supervision of Dr. Sandy Archibald, P.Geol., is conducting the current exploration program. They are examining numerous anomalies first noted in Dr. Archibald's August 2017 "NI 43-101 Technical Report on the Sikasso Property, Republic of Mali."

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#### Forward-Looking Statements

The information contained herein contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including, without limitation, statements with respect to the use of proceeds from the Offering. Generally, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual result, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern, risks associated with potential governmental and/or regulatory action with respect to the Company's operations, the potential inability of the Company to implement its business plan going forward.

Such statements and information reflect the current view of the Company and are based on information currently available to the Company. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

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