

Waraba Gold Announces Voting Results of Annual General and Special Meeting of Shareholders

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Vancouver, February 24, 2026 - [Waraba Gold Ltd.](#) (CSE: WBGD) (FSE: ZE00) (OTC Pink: WARAF) (the "Company" or "Waraba") is pleased to announce the voting results from its annual general and special meeting of the shareholders of the Company ("Shareholders") held today, Monday, February 23, 2026 (the "Meeting"). Shareholders voted in favour of each resolution put forth at the Meeting.

Annual General and Special Meeting Results

Capitalized terms not otherwise defined below shall have the meanings ascribed to such terms in the Company's management information circular dated January 16, 2026 (the "Circular") and press releases dated November 17, 2025, January 9, 2025, January 16, 2026 and February 12, 2026.

At the Meeting, there were 22 Shareholders represented in person or by proxy holding 7,226,902 Common Shares, representing 38.62% of the issued and outstanding Common Shares as at the record date for the Meeting. Each nominee listed in the Circular was reelected as a director of the Company, the results of which were as follows:

Nominee	Votes For:		Votes Withheld:	
	Number	%	Number	%
Carl Esprey	6,891,068	95.35	335,834	4.65
Chris O'Connor	6,891,068	95.35	335,834	4.65
Binyomin Posen	6,891,068	95.35	335,834	4.65
Jose Teixeira	6,891,068	95.35	335,834	4.65
Mamadou Coulibaly	7,226,902	100.00	-	N/A

In addition, at the Meeting, (i) Shareholders fixed the number of directors at five; (ii) Shareholders reappointed McGovern Hurley LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year and authorized the audit committee of the Board to fix their remuneration; (iii) disinterested Shareholders ratified the adoption of the Omnibus Plan and the Prior Grant of 666,666 RSUs made on November 13, 2025; (iv) disinterested Shareholders approved the proposed issuance of an aggregate of 22,072,762 Common Shares underlying the Pre-Funded Warrants issued in the Private Placement; (v) disinterested Shareholders approved the participation of the Participating Insiders in the Transactions as required pursuant to MI 61-101; and (vi) Shareholders approved the adoption of new articles for the Company, each as more particularly set forth in the Circular. The results of such votes were as follows:

Resolution	Votes For:		Votes Withheld:		Votes Against:	
	Number	%	Number	%	Number	%
Fixing the Directors at Five	7,226,902	100.00	-	N/A	-	N/A
Reappointment of Auditor	7,226,902	100.00	-	N/A	-	N/A
Approval of the Proposed Omnibus Plan and Prior Grant of RSUs ¹	5,898,658	94.46	-	N/A	345,834	5.54
Approval of the Issuance of Securities Pursuant to the Private Placement ²	2,020,657	99.51	-	N/A	10,000	0.49
Director Participation in the Private Placement ³	6,517,826	99.85	-	N/A	10,000	0.15
Approval of Adoption of New Articles for the Company	7,216,902	99.86	-	N/A	10,000	0.14

Notes:

1. Approved by a majority of minority Shareholders. 982,410 Common Shares held by interested parties were ineligible to vote.
2. Approved by a majority of minority Shareholders. 5,196,245 Common Shares held by interested parties were ineligible to vote.

3. Approved by a majority of minority Shareholders. 699,076 Common Shares held by interested parties were ineligible to vote.

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 Common Shares trade on the CSE under the trading symbol "WBGD" and on the Frankfurt Stock Exchange under the trading symbol "ZE00".

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

On Behalf of the Board

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