

Pasofino Gold Limited Receives Final Order Approving Arrangement

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[Pasofino Gold Ltd.](#) (TSXV: VEIN) (OTCQB: EFRGF) (FSE: N07A) ("Pasofino" or the "Company") is pleased to announce that the Supreme Court of British Columbia has granted the final order (the "Final Order") in connection with the previously announced plan of arrangement (the "Arrangement") under Division 5 of Part 9 of the Business Corporations Act (British Columbia).

The purpose of the Arrangement is to effect, among other things, the acquisition by Mansa Resources Limited ("Mansa"), through its wholly-owned subsidiary 1574136 B.C. LTD., of the issued and outstanding common shares of the Company (the "Shares") not already owned by Mansa and its affiliates for C\$0.90 in cash per Share.

Upon completion of the Arrangement, Mansa will indirectly hold 100% of the outstanding Shares and intends to cause the Shares to be delisted from the TSX Venture Exchange ("TSXV") and to cause Pasofino to apply to cease to be a reporting issuer under applicable Canadian securities laws, and to otherwise terminate Pasofino's public reporting requirements.

Information Concerning the Arrangement

The terms of the Arrangement and the arrangement agreement among the Company, 1574136 B.C. Ltd. and Mansa dated January 26, 2026, as amended on February 23, 2026, are further described in the Company's management information circular dated February 25, 2026 (the "Circular") and related materials for the special meeting of securityholders of the Company held on March 31, 2026, all of which are available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://www.pasofinogold.com/investors#2026-agm>. The Circular contains additional information regarding the steps that holders of Shares, warrants to purchase Shares and options to purchase Shares need to follow to claim the consideration, if any, to which they are entitled under the Arrangement.

ABOUT PASOFINO GOLD LIMITED

Pasofino Gold Limited is a Canadian-based mineral exploration company listed on the TSXV (VEIN).

Pasofino, through its wholly-owned subsidiary, owns 100% of the Dugbe Gold Project (prior to the issuance of the Government of Liberia's 10% carried interest).

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking statements" that are based on expectations, estimates, projections and interpretations as at the date of this news release. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "seek", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur, and include, without limitation, statements regarding the anticipated completion of the Arrangement, and the consequences thereof, including the delisting of the Shares and the Company ceasing to be a reporting issuer, and the consideration to be received by holders of Shares, as a result of the Arrangement. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors may include, but are not limited to the possibility that the Arrangement will not be completed on the terms, or in accordance with the timing, currently contemplated or at all; the ability to satisfy the remaining conditions for the completion of the Arrangement; the existence of significant transaction costs or unknown liabilities; the failure to realize the expected benefits of the Arrangement; the possibility of litigation relating to the Arrangement; the possibility of adverse reactions or changes in business relationships resulting from the announcement or completion of the Arrangement; general economic conditions; and those risk factors outlined in the section entitled "Risks and Uncertainties" in the Company's Annual Management's Discussion & Analysis for the year ended April 30, 2025 as filed on SEDAR+ and in the Circular. The Company does not undertake to update any forward-looking information except in accordance with applicable securities laws. Such forward-looking information represents management's best judgment based on the information available as at the date hereof. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

SOURCE Pasofino Gold Limited

Contact

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