

# Zodiac Gold Increases Non-Brokered Private Placement up to C\$5 Million

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Vancouver, June 9, 2026 - [Zodiac Gold Inc.](#) (TSXV: ZAU) (OTCQB: ZAUIF) (FSE: K19) ("Zodiac Gold" or the "Company"), a West-African gold exploration company, is pleased to announce that, due to strong investor demand, it has increased the size of its previously announced non-brokered private placement (the "Offering"). The Company now intends to raise aggregate gross proceeds of up to C\$5,000,000, an increase from the C\$4,025,000 previously announced on June 4, 2026.

The net proceeds of the Offering will be used to expand the drill program at the Todi Gold Project, advance exploration across the Company's exploration licenses and for working capital purposes. The Company anticipates closing the private placement by June 19, 2026, subject to final regulatory approvals and customary closing conditions.

## Offering

In connection with the increased Offering, the Company now intends to issue up to 14,285,714 units of the Company (the "Units") at a price of C\$0.35 per Unit (the "Issue Price"). Each Unit will consist of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to acquire one (1) Common Share (a "Warrant Share") for a period of 24 months from the date of issuance (subject to acceleration) (the "Expiry Date"), at an exercise price of C\$0.54 per share.

The warrants include an acceleration feature: if, after four months following the issuance of the Warrants, the 30-day volume weighted average share price exceeds C\$0.65, the Company shall provide notice accelerating the expiry date. Upon receipt of such notice, holders will have 30 days to exercise their Warrants, after which any unexercised warrants will expire at 4:00 p.m. (Vancouver time) on the specified date.

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.

## Insider Participation

It is expected that certain directors and officers of the Company (the "Insiders") may participate in the Offering. The participation of Insiders in the Offering will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company anticipates relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related-party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as neither the fair market value of the securities to be acquired by the participating Insiders nor the consideration to be paid by such directors and officers is anticipated to exceed 25 percent of the Company's market capitalization.

## About Zodiac Gold

Zodiac Gold Inc. (TSXV: ZAU) (OTCQB: ZAUIF) (FSE: K19) is a West-African gold exploration company focused on its flagship Todi Gold Project 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 km<sup>2</sup> 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 returned high-grade gold intercepts.

For further information, please visit the Zodiac Gold website at [www.zodiac-gold.com](http://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 completion and timing of the Offering, the anticipated size and terms of the Offering, the participation of Insiders, the use of proceeds of the Offering, the receipt of all necessary regulatory approvals (including the approval of the TSXV), and 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 the failure to complete the Offering on the terms or timing announced or at all, 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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