

Roscan Gold Announces Fully Subscribed C\$1.5 Million Note Financing Led by Strategic Investor and Board Director Michael Gentile

Toronto, Ontario--(Newsfile Corp. - December 18, 2025) - **Roscan Gold Corporation (TSXV: ROS) (FSE: 2OJ) (OTCQB: RCGCF) ("Roscan" or the "Company")** today announced that the Company has entered into a binding term sheet for a fully subscribed financing of C\$1.5 Million through the private placement (the "**Private Placement**") of a secured convertible note (the "**Secured Convertible Note**" or the "**Note**") of the Company with a group of investors (the "Note Holders"). The Notes will carry a 12% coupon over a one (1) year term with a conversion price of C\$0.15 per Roscan Gold's Common Shares. Certain management and directors have committed to participate in the Private Placement for a total of C\$1.5 Million, including Board of Director and investor Michael Gentile with C\$700,000.

The Note will be convertible, in whole or in part, at the option of the Note Holder into common shares of the Corporation ("**Common Shares**") at any time prior to the close of business on the earlier of: (a) the business day prior to the Maturity Date; and (b) the business day prior to any date set for the redemption or repurchase of the Note in accordance with their terms. The Note Holder shall receive accrued and unpaid interest on the Note, paid in cash, up to, but excluding, the date of conversion. Gross proceeds from the Private Placement will be used for general working capital purposes.

Nana Sangmuah, President & CEO of Roscan Gold stated, "*We are pleased to have this financing in place as we approach the final phase of our permitting process. Roscan is on the cusp of transitioning from an explorer to a developer, a milestone that should support a meaningful re-rating.*"

The Offering is subject to customary closing conditions and approvals of applicable securities regulatory authorities, including the TSX Venture Exchange. The grant of security shall also be subject to approval of Osisko Gold Royalties Ltd. All securities issued in connection with the Private Placement will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

About Roscan

Roscan Gold Corporation is a Canadian gold exploration company focused on the exploration and acquisition of gold properties in West Africa. The Company has assembled a significant land position of 100%-owned permits in an area hosting producing gold mines, including B2Gold's Fekola Mine, which lies on a contiguous property to the west of Kandiole, as well as major gold deposits located both north and south of its Kandiole Project in West Mali.

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Forward-Looking Statements

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as "continued support", or statements regarding the Company's next key milestone being the potential receipt of a mining permit, the opportunity to transition from exploration to development, the ability to continue advancing projects in Mali, the advancement of technical studies, stakeholder engagement and project development activities. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. "Exploration Target" as a range of quantities and grades are conceptual in nature and there has not been sufficient exploration to define a mineral resource. It is uncertain if future exploration will result in the target being delineated as a mineral resource. Factors that could cause actual

results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and other risks involved in the mineral exploration and development industry, including those risks set out in the Company's management's discussion and analysis as filed under the Company's profile at www.sedarplus.ca. Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary governmental and regulatory approvals will be received as and when expected. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.

Neither the 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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