

# Roscan Gold Announces Fully Subscribed C\$1.5 Million Convertible Note Financing

Toronto, Ontario--(Newsfile Corp. - February 6, 2026) - **Roscan Gold Corporation (TSXV: ROS) (FSE: 20J) (OTCQB: RCGCF) ("Roscan" or the "Company")** announces that the Company has entered into a binding term sheet for a fully subscribed financing of C\$1,500,000 through the private placement (the "**Private Placement**") of 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 (the "**Maturity Date**") with a conversion price of C\$0.20 per Roscan Gold's Common Shares (the "**Common Shares**") in the capital of the Company.

The Note will be convertible, in whole or in part, at the option of the Note Holder into 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.

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 of producing gold mines (including B2 Gold's Fekola Mine which lies in a contiguous property to the west of Kandiole), and major gold deposits, located both north and south of its Kandiole Project in West Mali.

**For further information, please contact:**

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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 "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. 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. 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](http://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

**ROSCAN**GOLD

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