

NEWS RELEASE

Roscan Gold Announces Closing of Private Placement of Convertible Debentures with Michael Gentile

Toronto, Ontario. – October 4, 2024 – Roscan Gold Corporation (“Roscan” or the “Company”) (TSX-V: ROS; FSE:2OJ; OTCQB:RCGCF) announces that, further to its press release of September 11, 2024, the Company has closed its non-brokered private placement with Mr. Michael Gentile, a director of the Company, for a CAD\$300,000 principal amount secured subordinate promissory note (the “Note”) for gross proceeds of CAD\$300,000 (the “Offering”). Gross proceeds of the Offering will be used for general corporate and working capital purposes.

The Note bears interest at 12% per annum from the date of issuance and matures on September 11, 2025 (the “Maturity Date”). The Note is convertible, in whole or in part, into common shares (each, a “Common Share”) in the capital of the Company at a conversion price (the “Conversion Price”) equal to CAD\$0.11 per Common Share. The Note holder shall receive accrued and unpaid interest on the Note, paid in cash, up to, but excluding, the earlier of the date of conversion and the Maturity Date.

The Notes issued pursuant to the Offering is secured by way of a general security agreement providing security over all of the present and after-acquired property of the Company ranking subordinate to all other secured indebtedness of the Company.

The Offering constitutes a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) as Mr. Gentile subscribed for a \$300,000 principal amount Note pursuant to the Offering. In that regard, the Company is relying on the exemptions from formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, on the basis that the Company is not listed on a specified market and the fair market value of the participation in the Offering by Mr. Gentile will not exceed 25% of the market capitalization of the Company in accordance with MI 61-101.

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.

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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. 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.