

Waraba Gold Limited Announces Intention to Complete Consolidation

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[Waraba Gold Ltd.](#) (CSE: WBGD) (the "Company" or "Waraba"), announces that the board of directors of the Company (the "Board") has approved a consolidation of its issued and outstanding common shares ("Common Shares") on the basis of one post-consolidated Common Share for every eighteen (18) pre-consolidated Common Shares (the "Consolidation").

The Board has set October 3, 2025, as the effective date of the Consolidation and anticipates the Common Shares to trade on a post-consolidated basis effective October 3, 2025, subject to final confirmation from the Canadian Securities Exchange (the "CSE"). Upon the completion of the Consolidation, the CUSIP and ISIN of the Common Shares will be changed to 93401G203 and CA93401G2036, respectively. The Company's name and stock symbols shall remain unchanged.

After giving effect to the Consolidation, the Common Shares will be reduced from 168,403,338 to approximately 9,355,741 Common Shares. No fractional Common Shares will be issued in connection with the Consolidation. Instead, all fractional Common Shares equal to or greater than one-half resulting from the Consolidation will be rounded to the next whole number, otherwise, the fractional Common Share will be cancelled. The exercise price and/or conversion price and number of Common Shares issuable under any of the Company's outstanding convertible securities will be proportionately adjusted in connection with the Consolidation.

Shareholders of record as of the effective date will receive a letter of transmittal from National Securities Administrators Ltd., the Company's registrar and transfer agent for the Common Shares, providing instructions for the exchange of their Common Shares as soon as practicable following the effective date. Registered shareholders may also obtain a copy of the letter of transmittal by accessing the Company's SEDAR+ profile at www.sedarplus.ca. Until surrendered, each share certificate or direct registration system statement representing pre-consolidated Common Shares will represent the number of whole post-consolidated Common Shares to which the holder is entitled as a result of the Consolidation. No action is required by beneficial holders to receive post-consolidation Common Shares in connection with the Consolidation. Beneficial holders who hold their Common Shares through intermediaries (e.g., a broker, bank, trust company investment dealer or other financial institution) and who have questions regarding how the Consolidation will be processed should contact their intermediaries with respect to the Consolidation.

About Waraba Gold Limited

The Company is a resource exploration company that is acquiring and exploring mineral properties. The Company is a reporting issuer in the provinces of British Columbia and Alberta. The Company's common shares trade on the Canadian Securities Exchange under the trading symbol "WBGD" and on the Frankfurt Stock Exchange under the trading symbol "ZE0".

For more information about the Company, please refer to the Company's profile available on SEDAR+ (www.sedarplus.ca).

On Behalf of the Board of Directors

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Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking information or forward-looking statements under applicable

Canadian ("forward-looking statements"). All information that addresses activities or developments that we expect to occur in the future are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "likely" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made. In the press release, such forward-looking statements include, but are not limited to, statements relating to completion of the Consolidation, and timing and effect thereof.

Forward-looking information is based on assumptions that may prove to be incorrect, including but not limited to: the Company completing the Consolidation, and timing and effect thereof. The above lists of forward-looking statements and assumptions are not exhaustive. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated or implied by such forward-looking statements due to a number of factors and risks. These include: the failure of the Company to comply with applicable regulatory requirements in a highly regulated industry; unexpected changes in governmental policies and regulations in the jurisdictions in which the Company operates; the Company's ability to continue to meet the listing requirements of the CSE; the impact of increasing competition; any lack of merger and acquisition opportunities; adverse market conditions; reliance on key personnel; and risk that the Company will not complete the Consolidation. Please see the other risks, uncertainties and factors set out under the heading "Risk Factors" in the Company's latest Management Discussion and Analysis and other filings filed with the Canadian securities authorities, copies of which can be found under the Company's profile on SEDAR+ at www.sedarplus.ca. Any forward-looking statement included in this press release is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company does not undertake any obligation to update forward-looking statements except as required by applicable securities laws. Investors should not place undue reliance on forward-looking statements. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

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