



TSXV: LOT OTCPK: TOGOF

PRESS RELEASE

TomaGold Announces Proposed Private Placement

Montreal, Québec, November 7, 2025 – TOMAGOLD CORPORATION (TSXV: LOT; OTCPK: TOGOF) (“**TomaGold**” or the “**Company**”) announces that, subject to filings with and approval from the TSX Venture Exchange (the “**TSXV**”), it intends to complete a non-brokered private placement for gross proceeds of up to \$2,250,000 (the “**Offering**”). The Offering will consist of up to 30,000,000 common shares of the Company issued on a “flow-through” basis (“**FT Shares**”) at a price of \$0.05 per FT Share, and up to 18,750,000 units (the “**Units**”) at a price of \$0.04 per Unit, each consisting of one common share in the capital of the Company (each, a “**Share**”) and one-half of one Share purchase warrant (each whole, a “**Warrant**”), each entitling the holder thereof to purchase one additional Share at \$0.08 for a period of 24 months from the date of issuance thereof.

The net proceeds from the sale of the Units will be mainly used by the Company for general and corporate working capital purposes, with no specific use representing 10% or more of the gross proceeds. The Company intends to use the gross proceeds from the sale of the FT Shares to incur exploration expenses that are eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as such terms are defined in the Income Tax Act (Canada). No proceeds from the Offering will be used for investor relations purposes nor any payments will be made to non-arm’s length persons or to persons conducting investor relations activities.

The securities issued under the Offering, including the Shares underlying the Warrants will be subject to a hold period of four months and one day, under applicable Canadian securities laws and the concurrent TSXV hold period pursuant to the policies of the TSXV. The Offering remains subject to the approval of the TSXV.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

About TomaGold

TomaGold Corp. (TSXV: LOT, OTCPK: TOGOF) is a Canadian junior mining company focused on the acquisition, exploration, and development of high-potential precious and base metal projects, with a primary focus on gold and copper in Quebec and Ontario. The Company’s core assets are located in the Chibougamau Mining Camp in northern Quebec, where it owns the Obalski gold-copper-silver project and holds options to acquire 12 additional properties, including the Berrigan Mine, Radar, David, and Dufault projects. TomaGold also holds a 24.5% joint venture interest in the Baird gold property near the Red Lake Mining Camp in Ontario. In addition, the Company has lithium and rare earth element (REE) projects in the James Bay region, strategically positioned near significant recent discoveries.

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Cautionary Statement on Forward-Looking Information

This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include the potential results of exploration and drilling activities, market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates, opinions, or other factors should change.

Neither TSX Venture Exchange nor its Regulations Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.