

## **Element79 Gold Announces Non-Brokered Private Placement of up to C\$1,000,000**

VANCOUVER, BC / THENEWSWIRE /June 12, 2026 — Element79 Gold Corp. (CSE: ELEM) (OTC: ELMGF) (FSE: 7YS) (“Element79” or the “Company”) is pleased to announce that it intends to complete a non-brokered private placement (the “Private Placement”) of up to 55,555,556 units of the Company (each, a “Unit”) at a price of C\$0.018 per Unit for aggregate gross proceeds to the Company of up to C\$1,000,000.

Each Unit will be comprised of one common share in the capital of the Company (each, a “Unit Share”) and one transferable common share purchase warrant (each, a “Warrant”). Each whole Warrant will entitle the holder thereof to acquire one additional common share of the Company (each, a “Warrant Share”) at an exercise price of C\$0.05 per Warrant Share for a period of twenty-four (24) months from the date of issuance of the Warrants.

The Warrants will be subject to an acceleration provision pursuant to which, at any time following the expiry of the statutory hold period applicable to the Warrants, if the volume-weighted average trading price of the Company’s common shares on the Canadian Securities Exchange (the “CSE”) equals or exceeds C\$0.10 per common share for any ten (10) consecutive trading days, the Company may, by news release, accelerate the expiry of the Warrants to a date that is not less than thirty (30) days following the date of such news release. Any Warrants that are not exercised on or before such accelerated expiry date will expire and be of no further force or effect.

### **Use of Proceeds**

The Company intends to use the net proceeds of the Private Placement for general working capital purposes, ongoing exploration and project advancement, and such other corporate purposes as the board of directors of the Company (the “Board”) may from time to time determine.

### **Finders’ Fees**

In connection with the Private Placement, the Company may pay finders’ fees and other compensation to eligible finders introducing subscribers to the Company, consisting of (i) cash of up to 7% of the gross proceeds of the Private Placement raised through such finders, and (ii) finders’ warrants representing up to 7% of the number of Units sold to subscribers introduced to the Company by such finders, with each finders’ warrant exercisable on the same terms (including exercise price, term and acceleration provision) as the Warrants forming part of the Units, all in accordance with the policies of the CSE and applicable Canadian securities laws.

### **Closing, Resale Restrictions and Regulatory Approvals**

The Private Placement is expected to close in one or more tranches, in each case subject to the prior acceptance of the CSE and to compliance with applicable Canadian securities laws. The Unit Shares, the Warrants, the Warrant Shares (if and when issued upon exercise of the Warrants), the finders’ warrants (if any) and any common shares issuable upon exercise of the finders’ warrants will be subject to a statutory hold period of four months and one day from the date of issuance pursuant to National Instrument 45-102 — Resale of Securities, in addition to any other restrictions on resale imposed by the CSE or applicable Canadian securities laws.

## **Not for Distribution in the United States**

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities to be issued in connection with the Private Placement 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 applicable state securities laws, and may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) absent registration or an exemption from such registration requirements.

## **About Element79 Gold Corp.**

Element79 Gold Corp. is a mining company focused on the exploration, acquisition and development of gold-bearing mineral properties. The Company’s common shares trade on the Canadian Securities Exchange under the symbol “ELEM”, on the OTCQB market under the symbol “ELMGF” and on the Frankfurt Stock Exchange under the symbol “7YS”. For further information regarding the Company and its projects, please visit [www.element79.gold](http://www.element79.gold).

## **Contact Information**

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## **Cautionary Note Regarding Forward-Looking Statements**

This news release contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities laws (collectively, “forward-looking statements”). Forward-looking statements include, but are not limited to, statements with respect to: the completion of the Private Placement, the timing and amount of the Private Placement, the receipt of all necessary regulatory and CSE approvals, the use of the net proceeds of the Private Placement, the potential participation of insiders of the Company in the Private Placement and the Company’s reliance on the exemptions from formal valuation and minority shareholder approval requirements of MI 61-101, the payment of finders’ fees and finders’ warrants, the satisfaction of conditions to closing, and the exercise (or non-exercise) of the Warrants. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such risks and uncertainties include, but are not limited to: failure to obtain the necessary approvals (including the prior acceptance of the CSE) to complete the Private Placement; failure to identify and qualify eligible subscribers; changes in the market price of the Company’s common shares; the Company’s ability to use the net proceeds as anticipated; the impact of general economic, political and market conditions; and other risk factors disclosed in the Company’s continuous disclosure record available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management of the Company made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are

made. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities laws.

Neither the Canadian Securities Exchange nor the Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.