

# Roscan Gold Announces Extension to Promissory Notes

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Toronto, September 6, 2024 - [RosCan Gold Corp.](#) (TSXV: ROS) (FSE: 2OJ) (OTCQB: RCGCF) ("Roscan" or the "Company") announces that, further to its press release of March 11, 2024, it intends to extend the maturity date of its outstanding secured subordinate promissory notes in the aggregate of \$1,000,000 (the "Notes"). The Company intends to extend the maturity date from September 11, 2024 to September 11, 2025 (the "Proposed Amendment"). All other terms and conditions of the Notes shall remain unchanged.

The Proposed Amendment is considered 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 insiders of the Company hold an aggregate of \$400,000 principal amount of Notes. The Company is relying on the exemptions from the 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, as the Company is not listed on a specified market and the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the closing of the Offering because the details of the Proposed Amendment were not settled until recently.

The Proposed Amendment is subject to customary closing conditions and approvals of applicable securities regulatory authorities, including the TSX Venture Exchange.

## 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](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.

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