



Canary Gold Files Final Prospectus for Initial Public Offering and Receives Conditional Approval to List on the Canadian Securities Exchange

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Vancouver, British Columbia, September 25, 2024 – Canary Gold Corp. (the “**Company**” or “**Canary**”) is pleased to announce that it has obtained a receipt for its final prospectus (the “**Prospectus**”) dated September 23, 2024 and filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario for an initial public offering (the “**Offering**”) of a minimum of 12,942,000 units of the Company (“**Units**”) at a price of \$0.17 per Unit (the “**Offering Price**”) for gross proceeds of a minimum of \$2,200,140.

Each Unit is comprised of one common share in the capital of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one additional common share (a “**Warrant Share**”) at an exercise price of \$0.25 per Warrant Share for a period of 12 months from the date of issuance, subject to the Acceleration Right (as defined herein). Following completion of the Offering, if the closing price of the Company’s common shares on the Canadian Securities Exchange (the “**CSE**”) is at or above \$0.50 per common share for a period of thirty (30) consecutive trading days, the Company may elect to accelerate the expiry date of the Warrants to a date that is 30 calendar days from the date when written notice of such new expiry date is sent by the Company to the holders of the Warrants (the “**Acceleration Right**”).

The Units are being offered for sale by Haywood Securities Inc. (the “**Agent**”). The Company has granted the Agent an option (the “**Agent’s Option**”), exercisable in whole or in part, at the sole discretion of the Agent, at any time up to 48 hours prior to the closing date of the Offering, to purchase up to an additional 15% of the number of Units sold under the Offering at the Offering Price.

The closing of the Offering is subject to customary closing conditions, including the receipt of all necessary regulatory approvals. The Company has received conditional approval to list its common shares, including the Shares issued and sold pursuant to the Offering, on the CSE under the symbol “BRAZ”. Listing remains subject to the Company fulfilling all of the listing requirements of the CSE.

A copy of the Prospectus is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The Units, the underlying Shares and Warrants, and the Warrant Shares issuable upon exercise of the Warrants, 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. Accordingly, the securities 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 pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Canary Gold Corp.

Canary Gold Corp. is a mineral exploration company whose principal business is the acquisition and exploration of gold mineral exploration properties, with a focus in Rondônia, Brazil. The Company may acquire up to a 70% undivided right, title and interest in one gold mineral property in Brazil, the Rio Madeira Property. The Rio Madeira Property consists of an aggregate of eight applications for exploration licenses covering an area of 68,445 hectares in Rondônia, Brazil.

More information about Canary can be found at canarygold.ca.

Disclaimer Regarding Forward-Looking Statements

This news release contains forward-looking statements within the meaning of applicable securities laws that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipates”, “expects”, “believes”, and similar expressions or the negative of these words or other comparable terminology. All statements, other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. In particular, this news release contains forward-looking statements relating to the proposed Offering, CSE listing and the Company’s plans with respect to its mineral exploration property. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include but are not limited to the risks detailed in the Company’s Prospectus and in the continuous disclosure filings made by the Company with securities regulations from time to time. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements only as expressly required by applicable law.

No securities exchange or commission has reviewed or accepts responsibility for the adequacy or accuracy of this release.