

KO Gold Closes Debt Settlement

05.12.2025 | [Newsfile](#)

Vancouver, December 5, 2025 - [KO Gold Inc.](#) (CSE: KOG) ("KO Gold" or the "Company") announces that it has closed the previously announced debt settlement agreements (the "Settlement Agreements") with certain creditors to settle outstanding debts totaling \$493,471.24, including outstanding fees owed to management and contractors (the "Debt Settlement"). Pursuant to the Settlement Agreements, the Company issued an aggregate of 2,467,356 common shares (the "Common Shares") at a deemed price of \$0.20 per Common Share in full satisfaction of such debts.

The Common Shares issued pursuant to the Settlement Agreements are subject to a statutory hold period of four months and one day in accordance with applicable securities laws.

Two insiders of the Company participated in the Debt Settlement, settling an aggregate of \$282,871.24 of indebtedness through the issuance of 1,414,356 Common Shares. Such participation constitutes a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, on the basis that the fair market value of the insider participation does not exceed 25% of the Company's market capitalization.

Early Warning Disclosure

In connection with the Debt Settlement, Gregory Isenor acquired 794,216 Common Shares of the Company (the "Shares"). Immediately prior to the Debt Settlement, Mr. Isenor beneficially owned and/or controlled 2,638,000 common shares of the Company, representing approximately 10.80% of the Company's issued and outstanding common shares. As a result of the Debt Settlement, Mr. Isenor now beneficially owns and/or controls 3,432,216 common shares, representing approximately 12.76% of the Company's issued and outstanding common shares.

The Shares were acquired for investment purposes. Mr. Isenor may, depending on market and other conditions, increase or decrease his beneficial ownership of the Company's securities, whether through market transactions, private agreements or other means, in each case subject to applicable securities laws.

An early warning report will be filed by Mr. Isenor pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues and will be available on the Company's SEDAR+ profile. Mr. Isenor's early warning report will include disclosure regarding his previously-held position and is being filed to remedy an inadvertent prior non-compliance with the early warning requirements.

For further information or to obtain a copy of the early warning report, please contact Gregory Isenor, President and CEO, at 902-832-5555 or by email at info@kogoldnz.com.

About KO Gold Inc.

KO Gold is a Canadian junior exploration company listed on the CSE under "KOG". The Company's strategy is to acquire and explore highly prospective gold properties within the Otago Gold District in New Zealand and has an ongoing program of permit exploration and drilling. KO Gold presently has four 100%-owned exploration permits and one exploration permit under application (Carrick Range) within the Otago Gold District for a combined land package of 400 km². The Company's Smylers Gold, Hyde and Glenpark EPs are located adjacent to OceanaGold's Macraes Gold Mine and the Carrick EP hosts the historic Carrick Goldfield which holds promise as a significant gold deposit near Santana Minerals' Bendigo-Ophir Gold Project. The

Company also has an NSR on three additional permits including Garibaldi, Raggedy Range, and Rough Ridge South totaling 340 km². KO Gold has on and drilling on its permits in the Otago Gold District over the past five years including RC and diamond drilling on its Smylers Gold EP.

For further information, please contact:

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The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.

Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the anticipated effects of the Debt Settlement on the Company's financial position, capitalization, and business strategy, and management's expectations regarding the Company's future plans and operations. Forward-looking information is based on the reasonable assumptions, estimates, expectations, analyses and opinions of management 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.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual events, results, performance or achievements of the Company to differ materially from those expressed or implied by such forward-looking information. These risks, uncertainties and other factors include, among others: general business, economic, competitive, political and social uncertainties; risks related to exploration and mining operations; volatility in commodity prices; risks related to the Company's ability to maintain stock exchange listings; risks related to future financing requirements; and the risk factors discussed in the Company's continuous disclosure documents available under the Company's profile at www.sedarplus.ca.

Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this news release is made as of the date hereof and is expressly qualified in its entirety by this cautionary statement. The Company undertakes no obligation to update or revise any forward-looking information, except as required by applicable securities laws.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/277064>

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