

# XAU Resources Inc. Qualifying Transaction Update

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Toronto, May 30, 2022 - [XAU Resources Inc.](#) (TSXV: GIG.P) ("XAU" or the "Company") is pleased to announce that the TSX Venture Exchange (the "TSXV") has conditionally approved its qualifying transaction that entails the option to acquire the Noseno Property in Guyana (the "Transaction"). The Transaction remains subject to the final approval of the TSXV.

The Company continues to work towards the completion of the Transaction. In connection with the Transaction, XAU recently completed a \$1 million financing of subscription receipts. By subscription receipt holder resolution, the deadline for release of escrowed proceeds from the subscription receipts financing has been extended from May 31, 2022 to June 30, 2022.

In addition to release of the financing proceeds from escrow and the conversion of the subscription receipts into common shares of the Company and routine filings with the TSXV, final TSXV approval of the Transaction is conditional upon shareholders Pavel Maslovskiy and Alexey Maslovskiy entering into a voting trust agreement that limits the number of Company common shares that may be voted by them to a combined 9.9% of the Company's issued and outstanding shares

For more details concerning the Transaction, please see the Company's press releases dated October 22, 2021, December 21, 2021, March 7, 2022, March 8, 2022, March 30, 2022 and April 29, 2022.

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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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This press release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the future business and operations of XAU. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; and the delay or failure to receive applicable Board or regulatory approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. These forward-looking statements are made as of the date hereof and XAU disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.

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