

Xtra-Gold Announces Non-Brokered Private Placement

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Toronto, September 12, 2025 - [Xtra-Gold Resources Corp.](#) (TSX: XTG) (OTCQB: XTGRF) ("Xtra-Gold" or the "Company") announces that it proposes to undertake a non-brokered private placement (the "Private Placement") to raise gross proceeds of \$1.5 million through the sale of up to 625,000 units (each, a "Unit") at a price of \$2.40 per unit. Each Unit consists of one common share of the Company (a "Share") and one-half of a common share purchase warrant, each whole warrant (a "Warrant") entitling the holder to purchase one additional Share at a price of \$2.80 per Share for a period of two years upon issuance.

In accordance with TSX policies, the Company may pay finders' fees comprised of cash and non-transferable warrants (each, a "Finder's Warrant") in connection with the Private Placement to certain qualified arm's length finders for such portion of the financing as may be attributable to their efforts. Each Finder's Warrant will entitle the holder to purchase one additional Share at a price of \$2.50 per Share for a period of two years upon issuance.

Proceeds of the Private Placement will be used for general working capital purposes.

Closing of the Private Placement is subject to Toronto Stock Exchange acceptance and required regulatory approvals. All of the securities issued pursuant to this Private Placement will be subject to a regulatory hold period of four months plus one day from the date of issuance.

About Xtra-Gold Resources Corp.

Xtra-Gold is a gold exploration company with a substantial land position in the Kibi Gold Belt, in Ghana West Africa.

Forward-Looking Statements

Some statements in this release may contain forward-looking information. All statements, other than of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding potential acquisitions and financings) are forward-looking statements. Forward-looking statements are generally identifiable by use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Forward-looking statements in this news release include, among other things, statements about; the anticipated filing of the audited annual financial statements and the approval of the management cease trade order by the Ontario Securities Commission. Factors that could cause actual results or events to differ materially from current expectations include, among other things, without limitation, the inability of the Company to obtain sufficient financing to execute the Company's business plan, competition, regulation and anticipated and unanticipated costs and delays, the success of the Company's research and development strategies, including the success of this product or any other product, the applicability of the discoveries made therein, the successful and timely completion and uncertainties related to the regulatory process, the timing of clinical trials, the timing and outcomes of regulatory or intellectual property decisions, the risk that the anticipated benefits from the receipt of funds from the Investor will not be realized as contemplated, or at all, and other risks disclosed in the Company's public disclosure record on file with the relevant securities regulatory authorities. Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those described in forward-looking statements, there may be other factors that cause results or events not to be as anticipated, estimated or intended. Readers should not place undue reliance on

forward-looking statements. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

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