

# NexGold Announces C\$110 Million Bought Deal Private Placement of Units and Flow Through Shares

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TORONTO, Oct. 14, 2025 - [NexGold Mining Corp.](#) (TSXV: NEXG; OTCQX: NXGCF) ("NexGold" or the "Company") announces that it has entered into an agreement with National Bank Financial Inc. as lead underwriter and sole bookrunner, on behalf of a syndicate of underwriters (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase on a bought deal private placement basis (i) 69,445,000 units of the Company (the "Units") at a price of C\$1.44 per Unit for gross proceeds of C\$100,000,800, and (ii) 6,330,000 flow through shares (the "FT Shares") at a price of C\$1.58 per FT Share for gross proceeds of C\$10,001,400 (together, the "Offering").

Each Unit will be comprised of one common share of the Company and one common share purchase warrant (each, a "Warrant").

Each Warrant will be exercisable to acquire one common share of the Company for a period of 24 months at an exercise price of C\$1.92 from the Closing Date (as defined below). At any time following the 15-month anniversary of the Closing Date, if the closing price of the common shares on the TSX Venture Exchange (the "TSXV") exceeds the exercise price for 20 or more consecutive trading days, the Company may, within 10 days following such occurrence, deliver a notice to the holders thereof accelerating the expiry date of the Warrants to a date that is 30 days after the date of such notice.

The Underwriters will also have an option, exercisable in whole or in part, at any time up to 48 hours prior to the Closing Date, to purchase up to an additional 15% of the offering size in Units (the "Underwriters' Option"), at the offering price of the Units.

The net proceeds from the Units will be used to fund expenditures related to the development of the Goldboro open-pit gold project ("Goldboro Gold Project") and for general corporate and working capital purposes. An amount equal to the aggregate gross proceeds raised from the FT Shares will be used to incur, on or before December 31, 2026, "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" (each term within the meaning of the Tax Act).

The Offering is expected to close on or about October 31, 2025 or such other date as agreed between the Company and National Bank Financial Inc. (the "Closing Date"), and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals including the conditional approval of the TSXV. The securities issued pursuant to the Offering shall be subject to a four-month plus one day hold period commencing on the Closing Date under applicable Canadian securities laws.

The Offering will be conducted on an underwritten private placement basis in all of the provinces and territories of Canada. The Units may also be offered and sold in the United States by way of private placement pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and to eligible purchasers resident in jurisdictions other than Canada and the United States in compliance with applicable securities laws.

It is anticipated that insiders of the Company may participate in the Offering. By virtue of their participation, the Offering would constitute a "related party transaction" for the purposes of Multilateral Instrument 61-101 -

*Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company expects to release a material change report including details with respect to the related party transactions less than 21 days prior to the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Offering in an expeditious manner.

It is anticipated that the participation by the insiders of the Company in the Offering will not be subject to the minority approval and formal valuation requirements under MI 61-101 as neither the fair market value of the subject matter, nor the fair market value of the consideration for the Units, insofar as it involves the insiders, will exceed 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and 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 an exemption from such registration is available.

#### About NexGold Mining Corp.

NexGold Mining Corp. is a gold-focused company with assets in Canada and Alaska. NexGold's Goldboro Gold Project is located in Nova Scotia. The Goliath Gold Complex (which includes the Goliath, Goldlund and Miller deposits) is located in Northwestern Ontario. NexGold also owns several other projects throughout Canada, including the Weebigee-Sandy Lake Gold Project JV, and grassroots gold exploration property Gold Rock. In addition, NexGold holds a 100% interest in the high-grade Niblack copper-gold-zinc-silver VMS project, located adjacent to tidewater in southeast Alaska. NexGold is committed to inclusive, informed and meaningful dialogue with regional communities and Indigenous Nations throughout the life of all our projects and on all aspects, including creating sustainable economic opportunities, providing safe workplaces, enhancing of social value, and promoting community wellbeing.

Further details about NexGold, including the Feasibility Study for the Goldboro Gold Project and the Prefeasibility Study for the Goliath Gold Complex are available under the Company's issuer profile on [www.sedarplus.ca](http://www.sedarplus.ca) and on NexGold's website at [www.nexgold.com](http://www.nexgold.com).

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*Neither 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 news release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

#### Cautionary Note Regarding Forward-Looking Information

*This news release contains or incorporates by reference "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of applicable U.S. securities laws. Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking information including, but not limited to statements regarding the Offering, including the intended Closing Date, the intended use of proceeds and the receipt of regulatory approvals including the approval of the TSXV, and future prospects for development of the Project. Generally, forward-looking information is characterized by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "is projected", "anticipates" or "does not anticipate", "believes", "targets", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "should", "would", "might", "will be taken", "occur" or "be achieved".*

*Forward-looking information involves known or unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from those projected by such forward-looking statements. Such factors, risks and uncertainties include, among others: potential unforeseen delays in closing the Offering, the use of proceeds of the Offering being applied differently than anticipated, ability to timely receive requisite regulatory approvals, including approval of the*

*TSXV, reliance on third-parties, including contactors, local communities and governmental entities, for development and mining activities; the ability of the Company to obtain required approvals; the ability of the Company to incur in full or at all "Canadian exploration expenses" that qualify as "flow-through mining expenditures" and the renunciation thereof to the purchasers of the FT Shares and the timing thereof; the tax treatments of the FT Shares; the anticipated insider participation; and those factors described in the Company's most recent disclosure documents filed under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Although management of the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented to assist shareholders in understanding the Company's plans and objectives and may not be appropriate for other purposes. The Company does not undertake to update any forward-looking information contained herein, except in accordance with applicable securities laws.*

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