

Axcap Ventures and Taura Gold Announce Taura Shareholder Approval of Plan of Arrangement and Confirm Effective Date of Axcap Share Consolidation and Name Change

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[Axcap Ventures Inc.](#) (CSE:AXCP) ("Axcap") and [Taura Gold Inc.](#) (TSXV:TORA) ("Taura") are pleased to announce the results of the annual general and special meeting of shareholders of Taura ("Taura Shareholders") held on November 14, 2025 (the "Taura Meeting"). In addition to approving each of the annual general business considered at the Taura Meeting, Taura Shareholders overwhelmingly approved the previously-announced plan of arrangement (the "Arrangement") between Taura and Axcap, pursuant to which Axcap will acquire all of the issued and outstanding common shares of Taura by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia).

In addition, Axcap is pleased to announce that it has set post-market close on November 19, 2025 as the effective date of the previously-announced (i) consolidation (the "Axcap Consolidation") of its issued and outstanding common shares (the "Axcap Shares") on the basis of one (1) post-consolidation Axcap Share (each, a "Roxmore Share") for every ten (10) pre-consolidation Axcap Shares, and (ii) change of its corporate name to "Roxmore Resources Inc." (the "AxcapName Change"). The Roxmore Shares will commence trading on the Canadian Securities Exchange (the "CSE") under the new trading symbol "RM" at the opening of trading on November 20, 2025.

Results of the Taura Meeting

Taura Shareholders overwhelmingly approved the resolution regarding the Arrangement (the "Arrangement Resolution"). The Arrangement Resolution was duly approved by the requisite threshold of votes, being (i) the favourable vote of not less than 66⅔% of the votes cast on such resolution by Taura Shareholders present in person or represented by proxy at the Taura Meeting, and (ii) the favourable vote of not less than a simple majority of the votes cast on such resolution by Taura Shareholders present in person or represented by proxy at the Taura Meeting, excluding those persons required to be excluded under Canadian securities laws, as detailed in the Taura Circular (as defined below). Taura Shareholders also overwhelmingly approved all other annual general items of business at the Taura Meeting, including, the election of directors, the appointment of the auditors, and the reapproval of Taura's stock option plan.

Axcap Consolidation and Axcap Name Change

As of the date hereof, Axcap has an aggregate of 493,643,563 Axcap Shares issued and outstanding, on a non-diluted basis. Upon completion of the Axcap Consolidation and the Axcap Name Change (and for certainty, without giving effect to the completion of the Arrangement), an aggregate of 49,364,356 Roxmore Shares will be issued and outstanding, on a non-diluted basis (without accounting for the elimination of fractional entitlements in connection with the Axcap Consolidation). Axcap's authorized share capital will remain unchanged upon completion of the Axcap Consolidation, and all outstanding convertible securities of Axcap will be adjusted accordingly in accordance with their terms in connection with the Axcap Consolidation.

No fractional Roxmore Shares will be issued in connection with the Axcap Consolidation and, in the event a holder of Roxmore Shares would otherwise be entitled to receive a fractional Roxmore Share in connection with the Axcap Consolidation, the number of Roxmore Shares to be received by such shareholder will be rounded down to the nearest whole Roxmore Share if that fractional share is less than one-half (1/2) of a share, and will be rounded up to the nearest whole Roxmore Share if that fractional share is equal to or greater than one-half (1/2) of a share.

Upon completion of the Axcap Consolidation and the Axcap Name Change, the CUSIP and ISIN of the Roxmore Shares will be changed to 780017109 and CA7800171091, respectively.

The Axcap Consolidation and Axcap Name Change were approved by the board of directors of Axcap in

accordance with the Business Corporations Act (British Columbia) and the Articles of Axcap. The Axcap Consolidation was also approved (together with each of the annual general and special business considered) by the shareholders of Axcap ("Axcap Shareholders") at the annual general and special meeting of shareholders of Axcap held on November 14, 2025.

Letters of Transmittal

Letters of transmittal with respect to the Axcap Consolidation have been mailed to all registered Axcap Shareholders. All registered Axcap Shareholders will be required to send their respective physical certificates representing the pre-consolidation Axcap Shares along with a properly executed letter of transmittal to Axcap's registrar and transfer agent, Odyssey Trust Company ("Odyssey Trust"), in accordance with the instructions provided in the letter of transmittal. All Axcap Shareholders who submit a duly completed letter of transmittal along with their respective physical certificates representing the pre-consolidation Axcap Shares to Odyssey Trust, will receive physical certificate(s) or Direct Registration System Advice(s), as applicable, representing the Roxmore Shares, in accordance with their instructions in the duly completed letter of transmittal.

Until surrendered, each physical certificate formerly representing Axcap Shares will be deemed for all purposes to represent the number of Roxmore Shares to which the holder thereof is entitled as a result of the Axcap Consolidation.

Axcap Shareholders who hold their Axcap Shares in brokerage accounts or in book-entry form are not required to complete a letter of transmittal. However, intermediaries (e.g., a securities broker, dealer, bank or financial institution) may have different procedures for processing the Axcap Consolidation than those put in place by Axcap for registered Axcap Shareholders. If you hold Axcap Shares through an intermediary and have questions in this regard, you are encouraged to contact your intermediary.

Completion of the Arrangement

The hearing for the final order the ("Final Order") of the Supreme Court of British Columbia to approve the Arrangement is scheduled to take place at the courthouse at 800 Smithe Street, Vancouver, British Columbia on Wednesday, November 19, 2025 at 9:45 a.m. (Vancouver time).

In addition to the receipt of the Final Order, completion of the Arrangement remains subject to the receipt of applicable regulatory approvals (including the CSE and the TSX Venture Exchange ("TSXV")), and the satisfaction or waiver of certain additional conditions described in the management information circular of Taura dated October 14, 2025 (the "Taura Circular"), which is available on Taura's SEDAR+ profile at www.sedarplus.ca. Subject to the satisfaction or waiver (where permitted) of such closing conditions, it is anticipated that the Arrangement will be completed on November 20, 2025. Further information on the Arrangement can be found in the Taura Circular.

About Axcap Venture Inc.

Axcap is focused on developing its flagship, Converse Gold Project, a large, underdeveloped gold deposit not owned by a major mining company in Nevada, USA. The Converse Gold Project is located within the prolific Battle Mountain trend containing 5.57Moz Au of Measured and Indicated Mineral Resources and 0.42Moz Au Inferred Mineral Resources (238mt at 0.539g/t Au for 4.13Moz Measured Mineral Resources; 92mt at 0.487g/t Au for 1.44Moz Indicated, 25mt at 0.528g/t Au for 0.42Moz Inferred Mineral Resources). With decades of expertise in Nevada and globally, our Board and management are focused on unlocking the potential of this project. For further details please refer to our technical report entitled "Amended and Restated NI 43-101 Technical Report and Mineral Resource Update, Converse Property, Humboldt County, Nevada, USA" dated effective February 13, 2025 which is available on our website at www.axcapventures.ca and on our SEDAR+ profile at www.sedarplus.ca.

Qualified Person

Blake McLaughlin, P.Geo., who is the Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), has reviewed and approved of the technical disclosure contained in this news release related to Axcap. Mr. McLaughlin is an officer of Axcap and therefore not independent pursuant to NI 43-101.

About Taura Gold Inc.

Taura is focused on gold exploration in Canada. It is currently actively exploring the Shabu Project in the Red Lake District of Northwestern Ontario. Taura is also active in assessing acquisition and joint venture opportunities in various jurisdictions from time to time.

For further information please contact:

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Cautionary Statements: This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends" "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements concerning the Axcap Consolidation, the Axcap Name Change, and the Arrangement, including the anticipated timing for the completion of each such transaction. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of Axcap and Taura, including expectations and assumptions concerning (i) Axcap, Taura, the Axcap Consolidation, the Axcap Name Change, and the Arrangement, (ii) the timely receipt of all required court and regulatory approvals and consents (as applicable), including the approval of the CSE and the TSXV, and (iii) the satisfaction of other closing conditions of the Arrangement. Readers are cautioned that assumptions used in the preparation of any forward-looking statements 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 Axcap and Taura. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the respective management of Axcap and Taura at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements contained in this news release are made as of the date of this news release and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, Axcap and Taura do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise.

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