

NV Gold Announces Closing of Debt Settlement and Second and Final Tranche of Private Placement

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VANCOUVER, November 18, 2025 - [NV Gold Corp.](#) (TSXV:NVX)(OTCQB:NVGLF)(FSE:8NV) ("NV Gold" or the "Company") is pleased to announce that it has closed the shares for debt transaction (the "Debt Settlement") and the second and final tranche (the "Second Tranche") of its non-brokered private placement (the "Private Placement") as previously announced in the Company's news release dated October 22, 2025.

In connection with the Second Tranche, NV Gold issued 277,777 units (each, a "Unit") at a price of \$0.18 per Unit for aggregate gross proceeds of approximately \$50,000. Each Unit consists of one common share in the capital of the Company (each, a "Common Share") and one non-transferable Common Share purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one Common Share at a price of \$0.40 per Common Share for a period of 24 months from the date of issuance.

The Company previously closed the first tranche of the Private Placement on November 5, 2025 for aggregate gross proceeds of \$616,199 through the sale of 3,423,330 Units. To date, the Company has raised aggregate gross proceeds of approximately \$666,199 through the sale of 3,701,107 Units.

The Company intends to use the proceeds of the Second Tranche for exploration at the Company's Slumber Gold Project and for working capital and general corporate purposes.

All securities issued pursuant to the Second Tranche will be subject to a statutory hold period of four months plus one day from the date of issuance, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. No finder's fees were paid in connection with the Second Tranche.

None of the securities sold in connection with the Second Tranche have been and will not be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Second Tranche is subject to the final approval of the TSX Venture Exchange.

Debt Settlement

The Company also announced that it has issued 1,310,384 Common Shares of the Company (the "Settlement Shares") at a deemed price of C\$0.18 per Settlement Share in settlement of payment owed pursuant to a loan agreement dated September 2, 2025, as amended November 18, 2025, with Mr. Watson, totaling US\$167,160.50 (C\$235,869.25), which includes the interest accrued on the total amount of the loan.

The Debt Settlement has been approved by the TSXV. All securities issued in connection with the Debt Settlement will be subject to applicable hold periods imposed under applicable securities legislation, including a hold period of 4 months and one day from the date of issuance.

MI 61-101

The Debt Settlement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Section 5.5(b) of MI 61-101 as the Company is not listed on a specified market within the meaning of MI 61-101. Additionally, the Debt Settlement is exempt from the minority approval requirement in Section 5.6 of MI 61-101 in reliance on Section 5.7(1)(a) of MI 61-101 insofar as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Settlement Shares issued to Mr. Watson exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Debt Settlement as the details and amounts of the Debt Settlement were not finalized until closer to closing and the Company wished to close the transaction as soon as practicable for sound business reasons.

About [NV Gold Corporation](#)

NV Gold Corporation is a well-organized exploration company with 24.2 million shares issued and outstanding. NV Gold has 21 exploration projects in Nevada comprising 639 100%-Company-owned lode mining claims totaling 53.4 square kilometers (20.6 square miles). The Company is based in Vancouver, British Columbia, and Reno, Nevada, and is focused on delivering value through mineral discoveries in Nevada, USA. Leveraging its expansive property portfolio, its highly experienced in-house technical team, and its extensive geological data library, 2025 promises to be highly productive for NV Gold.

On behalf of the Board of Directors,

John Watson, President, Chairman, CEO and Director

For further information, visit the Company's website at www.nvgoldcorp.com or contact

Freeform Communications at 604.245.0054

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statements Regarding Forward-Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include, without limitation, statements related to management's expectations and intentions with respect to, among other things: the intended use of proceeds raised under the Second Tranche; and the Company's ability to obtain the required regulatory and TSXV approvals for the Second Tranche. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

In making the forward-looking statements in this news release, the Company has applied certain material assumptions, including without limitation, the Company will obtain the required regulatory and TSXV approvals for the Second Tranche of the Private Placement; and the Company will use the proceeds of the Second Tranche as currently anticipated.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, the Company will not obtain the required regulatory and TSXV approvals for the Second Tranche of the Private Placement; market uncertainty; and changes in the Company's business plans impacting the intended use of proceeds raised under the Private Placement.

Although management of the Company has attempted to identify important factors that could cause actual

results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. 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. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

SOURCE: NV Gold Corporation

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