## XAU Resources Inc. Announces Private Placement Financing and Provides Corporate Strategy Update

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Toronto, November 25, 2025 - XAU Resources Corp. (TSXV: GIG) ("XAU") is pleased to announce a private placement (the "Financing") of up to 4,000,000 units ("Units") at a price of \$0.25 per Unit to raise gross proceeds of up to \$1,000,000 (all dollar amounts in CAD).

Each Unit will consist of one common share of XAU ("Share") and one-half of one common share purchase warrant (each whole such warrant, a "Warrant"), with each whole Warrant exercisable to acquire one additional Share at a price of \$0.40 for a period of 18 months from its date of issuance, subject to acceleration of the Warrant expiry date if the common shares trade above \$0.80 per share for twenty (20) consecutive trading days.

With higher gold prices and increased investor interest in Guyana mining and exploration projects, XAU has determined to expand its land package in Guyana in addition to continuing work on its Noseno Gold Project. XAU is investigating various property acquisition opportunities, including in the vicinity of its Noseno Gold Project and elsewhere in the country. As part of these efforts, XAU's board of directors has formed a special committee of its independent directors to lead discussions concerning a potential transaction with Qstone Inc., a company of which XAU's board chair and largest shareholder, and its Chief Executive Officer, are directors and shareholders. To be clear, XAU has not reached any agreement, settled any proposed terms, nor entered into a letter of intent with any party, including Qstone Inc. XAU is at an early stage of investigating various land package expansion opportunities and there is no certainty that any expansion will occur.

The Financing is expected to fund the next phase of exploration for the Noseno Gold Project, help finance efforts to expand XAU's land package, repay outstanding debt, and strengthen XAU's balance sheet.

The Financing will be conducted in reliance upon certain prospectus exemptions. Pursuant to applicable Canadian securities laws, all securities issued in connection with the Financing will be subject to a statutory hold period of four months plus a day from the date of issuance. The Financing is subject to customary closing conditions including, but not limited to, receipt of approval of the TSX Venture Exchange (the "TSXV"), and may occur in one or more tranches.

XAU may pay finder's fees and issue finder warrants to introducing parties in respect of the Financing, subject to compliance with applicable securities legislation and TSXV policies.

## About XAU Resources

XAU Resources is a gold exploration and development company advancing high-potential assets within Guyana's prolific Greenstone Belt. Focused on its Noseno Gold Project and other targets within the region, XAU Resources is well-positioned to tap into Guyana's rich, underexplored mineral potential, capitalizing on the country's investor-friendly policies and growing infrastructure. For more information, visit XAU's website at xauresources.com and its filings at sedarplus.ca.

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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 news release.

## Forward-Looking Information

This press release includes certain "forward-looking statements" under applicable Canadian securities legislation, including, but not limited to, statements with respect to the completion of the Financing, the proposed use of proceeds, and the exploration potential of XAU's mineral property and potential property acquisitions. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of XAU to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and factors include, among others: future prices and the supply of metals; exploration results; inability to raise the money necessary to incur the expenditures required to acquire, retain and advance its properties or to acquire additional properties; inability to conclude agreements to acquire properties on reasonable terms or at all; environmental liabilities (known and unknown); general business, economic, competitive, political and social uncertainties; accidents, labour disputes and other risks of the mineral exploration industry; political instability, terrorism; delays in obtaining governmental approvals; and failure to obtain regulatory approvals. For a more detailed discussion of such risks and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements, refer to XAU's filings with Canadian securities regulators available on SEDAR+ at www.sedarplus.ca.

Although XAU has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this news release and XAU disclaims any obligation to update 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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