

ESGold Corp. Announces Flow-Through Share Private Placement for Gross Proceeds of up to C\$2.975 Million

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VANCOUVER, November 27, 2025 - [ESGold Corp.](#) ("ESGold" or the "Company") (CSE:ESAU)(Frankfurt:Z7D)(OTCQB:ESAUF) is pleased to announce that the Company intends to proceed with a non-brokered private placement of up to 3,500,000 flow-through common shares of the Company (the "FT Shares") at a price of C\$0.85 per FT Share for gross proceeds of up to \$2,975,000 (the "Offering"). Red Cloud Securities Inc. will be acting as a finder in connection with the Offering.

The Company intends to use the proceeds from the Offering to fund the exploration on the Company's Montauban Property in Quebec. The gross proceeds from the sale of the FT Shares will be used for Canadian exploration expenses as defined in paragraph (f) of the definition of "Canadian exploration expense" in subsection 66.1(6) of the Income Tax Act (Canada) and will qualify as "flow-through mining expenditures", as defined in subsection 127(9) of the Income Tax Act (Canada) that will qualify as "flow-through mining expenditures" as defined in section 359.1 of the Taxation Act (Québec) (the "Qualifying Expenditures"), which will be incurred on or before December 31, 2026 and renounced to the purchasers of FT Shares with an effective date no later than December 31, 2025 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares.

The Company may pay finder's fees to eligible finders in connection with the Offering.

The Offering is expected to close on or about December 8, 2025. Closing of the Offering is subject to various conditions, including receipt of all necessary corporate and regulatory approvals, including the Canadian Securities Exchange. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

About ESGold Corp.

ESGold Corp. (CSE:ESAU)(OTCQB:ESAUF)(FSE:Z7D) is a fully permitted, fully funded, pre-production mining company advancing a scalable clean mining model across North and South America. The Company's flagship Montauban Gold-Silver Project in Quebec is under construction with production anticipated in 2026. ESGold is also advancing a joint venture in Colombia, validating one of South America's most prolific gold regions for tailings reprocessing and systematic exploration. With a dual-track strategy of cash flow today and discovery tomorrow, ESGold is building a platform for clean, sustainable growth and long-term shareholder value.

For more information, please contact ESGold Corp. at +1-888-370-1059 or visit esgold.com for additional resources, including a French version of this press release, past news releases, a 3D model of the Montauban processing plant, media interviews, and opinion-editorial pieces.

Stay connected by following us on X (formerly Twitter), LinkedIn, and joining our Telegram channel.

For further information or to connect directly, please reach out to Gordon Robb, CEO of ESGold Corp. at gordon@esgold.com or call 250-217-2321.

On behalf of the Board of Directors
ESGold Corp.
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Chairman & COO
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Forward Looking Statements

This news release contains "forward-looking statements" and "forward-looking information" (collectively, "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements in this news release relate to, among other things: the proceeds from the Offering and the intended use thereof; the intention and timing related to incurring Qualifying Expenditures and the renunciation thereof; and the payment of possible finders fees.

These forward-looking statements reflect the Company's current views with respect to future events and are necessarily based upon a number of assumptions that, while considered reasonable by the Company, are inherently subject to significant operational, business, economic and regulatory uncertainties and contingencies. These assumptions include, among other things: conditions in general economic and financial markets; accuracy of assay results; geological interpretations from drilling results, timing and amount of capital expenditures; performance of available laboratory and other related services; future operating costs; the historical basis for current estimates of potential quantities and grades of target zones; the availability of skilled labour and no labour related disruptions at any of the Company's operations; no unplanned delays or interruptions in scheduled activities; all necessary permits, licenses and regulatory approvals for operations are received in a timely manner; the ability to secure and maintain title and ownership to properties and the surface rights necessary for operations; and the Company's ability to comply with environmental, health and safety laws. The foregoing list of assumptions is not exhaustive.

The Company cautions the reader that forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements contained in this news release and the Company has made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: the timing and content of work programs; results of exploration activities and development of mineral properties; the interpretation and uncertainties of drilling results and other geological data; receipt, maintenance and security of permits and mineral property titles; environmental and other regulatory risks; project costs overruns or unanticipated costs and expenses; availability of funds; failure to delineate potential quantities and grades of the target zones based on historical data; general market and industry conditions; and those factors identified under the caption "Risks Factors" in the Company's continuous disclosure documents filed on SEDAR+ at www.sedarplus.com.

Forward-looking statements are based on the expectations and opinions of the Company's management on the date the statements are made. The assumptions used in the preparation of such statements, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. The Company undertakes no obligation to update or revise any forward-looking statements included in this news release if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accept responsibility for the adequacy or accuracy of this release.

SOURCE: ESGold Corp

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