

Q-Gold Resources Ltd. Announces \$2,000,000 Private Placement Flow-Through Financing

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[Q-Gold Resources Ltd.](#) (TSXV: QGR; OTCQB: QGLDF; Börse Frankfurt: QX9G) ("QGold" or the "Company") announces today that it intends to complete a best efforts non-brokered private placement financing of up to 5,714,285 common shares of the Company (each, a "Flow-Through Share") issued on a "flow-through basis" for proceeds of up to approximately \$2,000,000 (the "Offering"). Closing of the Offering is expected to occur on or about December 19, 2025. All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day. Completion of the Offering is subject to a number of conditions, including without limitation, receipt of TSX Venture Exchange ("TSXV") approval.

Finder's fees may be paid to eligible finders in accordance with the policies of the TSXV consisting of a cash commission equal to up to 8% of the gross proceeds raised under the Offering and finder warrants ("Finder Warrants") in an amount equal to up to 8% of the number of Flow-Through Shares sold pursuant to the Offering. Each Finder Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.35 per share for a period of 24 months following the closing date of the Offering. The Company intends to use the proceeds of the Offering to fund exploration expenses on its Mine Centre property located in Ontario.

About Q-Gold Resources Ltd.

Q-Gold Resources Ltd. (TSXV: QGR; OTCQB: QGLDF; Börse Frankfurt: QX9G) is a publicly traded North American-based mineral exploration and development company focused on advancing gold and silver projects in mining-friendly jurisdictions across North America.

The Company's shares are listed on the TSX Venture Exchange under the symbol "QGR", the OTCQB® market in the United States under "QGLDF", and the Börse Frankfurt exchange under "QX9G".

QGold is committed to progressing its portfolio of gold and silver assets toward production, with its primary focus on its flagship Quartz Mountain Gold Project in Oregon (USA) and the Mine Centre Gold Project in Ontario (Canada).

QGold focuses on resource expansion through systematic exploration, disciplined project development backed by rigorous technical work, and responsible environmental stewardship in mining-friendly jurisdictions with established infrastructure.

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Cautionary Notes

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the Offering, including the Company's intended use of proceeds, closing conditions and timing, and other matters relating thereto, as well as the Company's beliefs, plans, expectations or intentions for the Quartz

Mountain Gold Project and Mine Centre Gold Project, including its plans to progress its portfolio of assets toward production. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company, as the case may be, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: receipt of necessary approvals; general business, economic, competitive, political and social uncertainties; future mineral prices and market demand; accidents, labour disputes and shortages; and other risks of the mining industry. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in 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 information 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 information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (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.

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