

XAU Resources Inc. Announces First Closing of Private Placement

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Toronto, December 12, 2025 - [XAU Resources Inc.](#) (TSXV: GIG) ("XAU") is pleased to announce that it has closed the first tranche of its private placement (the "Financing") announced on November 25, 2025. XAU has raised gross proceeds of \$880,000 from the issuance of 3,520,000 units (the "Units") at a price of \$0.25 per Unit in this first tranche.

Each Unit consists of one common share ("Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to acquire one additional Share at a price of \$0.40 from the date of issuance until its expiry on June 12, 2027, subject to an accelerated expiry if XAU's common shares trade above \$0.80 for twenty (20) consecutive trading days.

The Financing was completed in reliance on applicable prospectus exemptions. All securities issued are subject to a statutory hold period of four months and one day from the date of issuance. The Financing remains subject to final approval from the TSX Venture Exchange.

In connection with the first tranche of the Financing, XAU paid aggregate cash finder's fees of \$30,000 representing 4% of the proceeds raised from certain subscribers, and issued 120,000 finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant entitles the holder thereof to acquire one (1) common share of XAU from the date of issuance until its expiry on June 12, 2027, subject to an accelerated expiry if XAU's common shares trade above \$0.80 for twenty (20) consecutive trading days. Finder's fees and Finder's Warrants were paid and issued in accordance with applicable securities laws and TSXV policies.

Use of Proceeds

XAU intends to use the net proceeds from the Financing to support the next phase of exploration at XAU's Noseno Gold Project, advance efforts to expand its Guyana land package, repay outstanding debt, and strengthen XAU's balance sheet as it advances strategic growth initiatives.

About XAU Resources Inc.

XAU 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 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.

For additional information, please contact:

Gary Bay

Director and CEO

XAUResources.com

gb@xauresources.com

+1 647 339-4301

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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