

XAU Resources Inc. Closes Final Tranche of Private Placement for Aggregate Gross Proceeds of C\$1.0 Million

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Toronto, December 18, 2025 - [XAU Resources Inc.](#) (TSXV: GIG) ("XAU") is pleased to announce it has closed the final tranche of its previously announced private placement (the "Financing"). Pursuant to the final tranche XAU issued 480,000 units of the Company (the "Units") at the price of C\$0.25 per Unit (the "Offering Price") for gross proceeds of C\$120,000. In aggregate under the Financing, the Company sold 4,000,000 Units at the Offering Price for gross proceeds of C\$1,000,000.

Each Unit consisted 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 until June 18, 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. The Financing remains subject to final approval from the TSX Venture Exchange.

As consideration for their services in the second tranche of the Financing, XAU paid aggregate cash finder's fees of \$2,800 representing 4% of the proceeds raised from certain subscribers, and issued 11,200 finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant entitles the holder thereof to acquire one (1) common share of XAU until June 18, 2027, subject to an accelerated expiry if XAU's common shares trade above \$0.80 for twenty (20) consecutive trading days. In aggregate the company paid \$32,800 in finder's fees representing 4% of the proceeds from certain subscribers and issued 131,200 Finder's Warrants.

All securities issued pursuant to the Financing are subject to a statutory hold period expiring on April 19, 2026.

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.

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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 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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