

XAU Resources Inc. Announces Corrective Disclosure in Response to Continuous Disclosure Review

TORONTO, February 27, 2025– XAU Resources Inc. ("**XAU**" or the "**Company**") (TSXV: GIG) announces it has filed additional documents on SEDAR+ following a routine continuous disclosure review by staff of the Ontario Securities Commission ("OSC"). During the course of the review, the Company identified that the third amendment of the agreement pursuant to which it has the right to acquire the Noseno Property had not been filed on SEDAR+. At the request of OSC staff, the Company has filed the amendment as a material contract. For more information concerning the third amendment agreement, please see the Company's news release of January 24, 2024.

Additionally, in response to a request from OSC staff, the Company has filed on SEDAR+ the voting trust agreement referred to in the Company's news release of May 30, 2022, and certain undertakings to TSXV provided by Pavel and Alexey Maslovskiy (who are minority shareholders of the Company) and by the Company in connection with the Company's Qualifying Transaction in June 2022. The voting trust and undertakings were requested by the TSXV in light of charges in Russia against the Messrs. Maslovskiy respecting commercial matters unrelated to the Company (see the Company's news release dated February 16, 2021). The net effect of the voting trust and the undertakings is to limit the voting rights of the Messrs. Maslovskiy and to prevent their acquiring further securities of the Company.

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 release.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This press release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's option to acquire the Noseno Property and future business and operations of XAU. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; and the delay or failure to receive applicable regulatory approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. These forward-looking statements are made as of the date hereof and XAU disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.