

Early Warning Report Issued Pursuant to National Instrument 62-103 in Connection with the Closing of the Qualifying Transaction of XAU Resources Inc

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Toronto, June 22, 2022 - Mr. Jay Hambro, an investor of [XAU Resources Inc.](#) (the "Company") announces that he has filed an early warning report (the "Early Warning Report") under National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues in connection with the closing of a qualifying transaction (the "Qualifying Transaction").

On June 20, 2022, the Corporation completed its Qualifying Transaction with North West Exploration Inc. As part of the Qualifying Transaction, the subscription receipts (the "Subscription Receipts") issued by the Corporation on March 7, 2022 pursuant to a non-brokered private placement (the "Financing"), were automatically converted, into common shares (the "Shares") of the Corporation.

In connection with the Financing, Mr. Hambro acquired 1,438,311 Subscription Receipts of the Corporation for aggregate consideration of C\$359,577.75, and such 1,438,311 Subscription Receipts were converted into 1,438,311 Shares of the Corporation on June 20, 2022 following the completion of the Qualifying Transaction.

Prior to the completion of the Qualifying Transaction, Mr. Hambro held directly or indirectly, and/or had control and direction over no Shares of the Corporation and 1,438,311 Subscription Receipts of the Corporation representing 14.31% of the outstanding Shares on a partially diluted basis, assuming the conversion of the 1,438,311 Subscription Receipts held by the Mr. Hambro.

On June 20, 2022, the 1,438,311 Subscription Receipts were converted into 1,438,311 Shares of the Corporation.

Immediately after the completion of the Qualifying Transaction, Mr. Hambro holds directly or indirectly, and/or has control and direction over an aggregate of 1,438,311 Shares of the Issuer, representing 11.40% of outstanding Shares both on a non-diluted basis and partially diluted basis.

Mr. Hambro may acquire additional securities of the Company, dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position, depending on market conditions and other relevant factors.

A copy of the Early Warning Report filed by Mr. Hambro will be available under the Company's profile on SEDAR at www.sedar.com.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/128594>

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