

Xali Gold Announces Non-Brokered Financing

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VANCOUVER, Dec. 02, 2025 - [Xali Gold Corp.](#) (TSXV:XGC) ("Xali Gold" or the "Company") is pleased to announce a non-brokered private placement (the "Private Placement") to raise gross proceeds of approximately C\$1,500,000. The Private Placement will support the Company's renewed focus on acquiring, exploring and developing the Pico Machay Gold Project ("Pico Machay" or the "Project"), an advanced exploration stage project in Peru with a near-term production goal. Please refer to the Company's October 24, 2025 news release for complete Pico Machay acquisition details.

The Private Placement will consist of the sale of approximately 15,000,000 units (the "Units") at a price of C\$0.10 per Unit to raise gross proceeds of approximately C\$1,500,000. Each Unit will consist of one common share of the Company (a "Share") and one-half share purchase warrant (each whole being a "Warrant"). Each Warrant will be exercisable for one additional share of the Company (a "Warrant Share") for 18 months at a price of C\$0.20 per Warrant Share, subject to an Accelerated Expiry. If at any time after April 15th, 2026 (or such later date as may be four months from the closing of the Private Placement), the Company's common shares have a closing price on the TSX Venture Exchange at or above a price of C\$0.30 per share for a period of 10 consecutive trading days, the Company may give notice by news release that the expiration of the Warrants will be accelerated to 40 days from the date of providing such notice. Both the Shares and any Warrant Shares issued on exercise of the Warrants will be subject to a mandatory four month and one day hold period commencing the day of closing of the Private Placement.

Approximately 75% of the gross proceeds of the Private Placement will be allocated to the acquisition and exploration of Pico Machay, with the balance directed towards working capital and general corporate purposes.

Xali Gold intends to close the Private Placement on or around December 15th, 2025, or such a date as the Company may determine. Closing of the Private Placement is subject to TSX Venture Exchange ("TSXV") approval.

If aggregate subscriptions for Units under the Private Placement exceed the maximum number of Units to be sold, Xali Gold may, subject to TSXV approval, increase the size of the Private Placement or subscriptions will otherwise be accepted on a "first-come, first-served" basis. The Company may pay finder's fees in connection with a portion of the Private Placement, as permitted by TSXV policies and applicable securities laws.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

About Xali Gold

Xali Gold is a gold and silver exploration company focused on advancing opportunities in the Americas. The Company is focused on completing the acquisition, exploration and development of Pico Machay, an advanced exploration stage gold project in South America with a near-term production goal. Xali Gold maintains exploration potential as well as two royalty agreements with third parties who have the rights to produce gold and silver from specific areas of the El Oro gold-silver Project in Mexico, a historic district-scale system with a long history of significant gold and silver production.

Xali Gold is dedicated to being a responsible Community partner.

Joanne C. Freeze, P.Geo. is a Qualified Person as defined by National Instrument 43-101 and has reviewed

and approved the contents of this release.

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

On behalf of the Board of Xali Gold Corp.

"Joanne Freeze" P.Ge.
President, CEO and Director

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Forward-looking Disclaimer

This press release contains forward-looking information within the meaning of Canadian securities laws ("forward-looking statements"). Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, plans, postulate and similar expressions, or are those, which, by their nature, refer to future events. All statements that are not statements of historical fact are forward-looking statements.

Forward-looking statements in this press release include, without limitation: the number of units in the Private Placement; the closing of the Private Placement and the timing of the closing; and the use of closing proceeds for acquisition of Pico Machay. These forward-looking statements are made as of the date of this press release. Although the Company believes the forward-looking statements in this press release are reasonable, it can give no assurance that the expectations and assumptions in such statements will prove to be correct. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and are subject to risks, uncertainties, assumptions and other factors which could cause events or outcomes to differ materially from those expressed or implied by such forward-looking statements.

Known risk factors and assumptions include risks associated with exploration and project development; accessing further funding and related dilution: continuing its projected growth, or being fully able to implement its business strategies; the calculation of mineral resources and additional work required to convert historical resources to current mineral resources; the nature, quality and quantity of any mineral deposits that may be located on the project; operational risks associated with mining and mineral processing; fluctuations in metal prices and assumptions including costs; title matters; government regulation; obtaining and renewing necessary consents, authorizations, licenses and permits; environmental liability and insurance; reliance on key personnel; local community opposition; currency fluctuations; labour disputes; competition; variations in market conditions, and the volatility of our common share price and volume; future sales of shares by existing shareholders; and other risk factors described in Xali Gold's MD&A and other filings with Canadian securities regulators, which may be viewed at www.sedarplus.ca. Although we have 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 not to be as anticipated, estimated or intended.

There can be no assurance that forward-looking statements 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 statements. Xali Gold expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

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