



XALI
GOLD CORP

NEWS RELEASE

Xali Gold Options High Sulphidation Gold Project in Central Peru

Vancouver, British Columbia – September 5, 2024 - Xali Gold Corp. (TSXV:XGC) ("Xali Gold") or ("the Company") is pleased to announce that it has resumed exploration activities in Peru by optioning the Majo Project, located in South-Central Peru, from Alpha Mining S.A.C. ("Alpha").

"We are thrilled to be in the position to renew our focus on exploration within a proven high sulphidation epithermal belt in South-Central Peru. Our team's extensive experience in this area, coupled with such promising historical exploration results from the Majo Project, are the perfect opportunity to develop the untapped potential of the belt. With our Mexican assets progressing well in the hands of capable partners, we are eager to apply our expertise to advance the Majo Project and unlock it's potential," states Matthew Melnyk, Director and Structural Geologist.

The Majo Project is located in a known gold and silver high sulphidation epithermal belt in South-Central Peru where several major companies including Teck, Sumitomo, Fresnillo, Rio Tinto and Pan American Silver hold significant land packages and various deposits have been delineated including Corihuarmi, Pico Machay, Breapampa, Minasnioc, San Genaro, Ccarhuaraso and Palla Palla.

Previous work has identified anomalous levels of gold and silver across an area extending over 1.0 km in length and 0.5 km in width, associated with Miocene-Pliocene magmatic activity and NW-SE structural controls. Host rocks are part of a package of Oligocene and Pliocene volcanic rocks similar to those hosting the Yanacocha, Alto Chicama, Pierina, Poracota, Arasi and Aruntani deposits (see Figure 1 below).

Rock chip samples contain anomalous levels of gold ranging from 0.1 to 7.7 grams per tonne ("gpt") in hydrothermally altered rocks with vuggy silica, massive silica, silica - alunite alterations and hydrothermal breccias in outcrops within the gold-silver anomalous zone. No trenching or pitting has been conducted to date to explore areas where bedrock is hidden by alluvial cover.

Although the property has never been drilled, drill targets have been identified by third parties and some Environmental and Social Impact Assessment ("ESIA") work has been conducted towards drill permits. Xali Gold will conduct their own fieldwork to better refine drill targets already identified and potentially find additional targets.

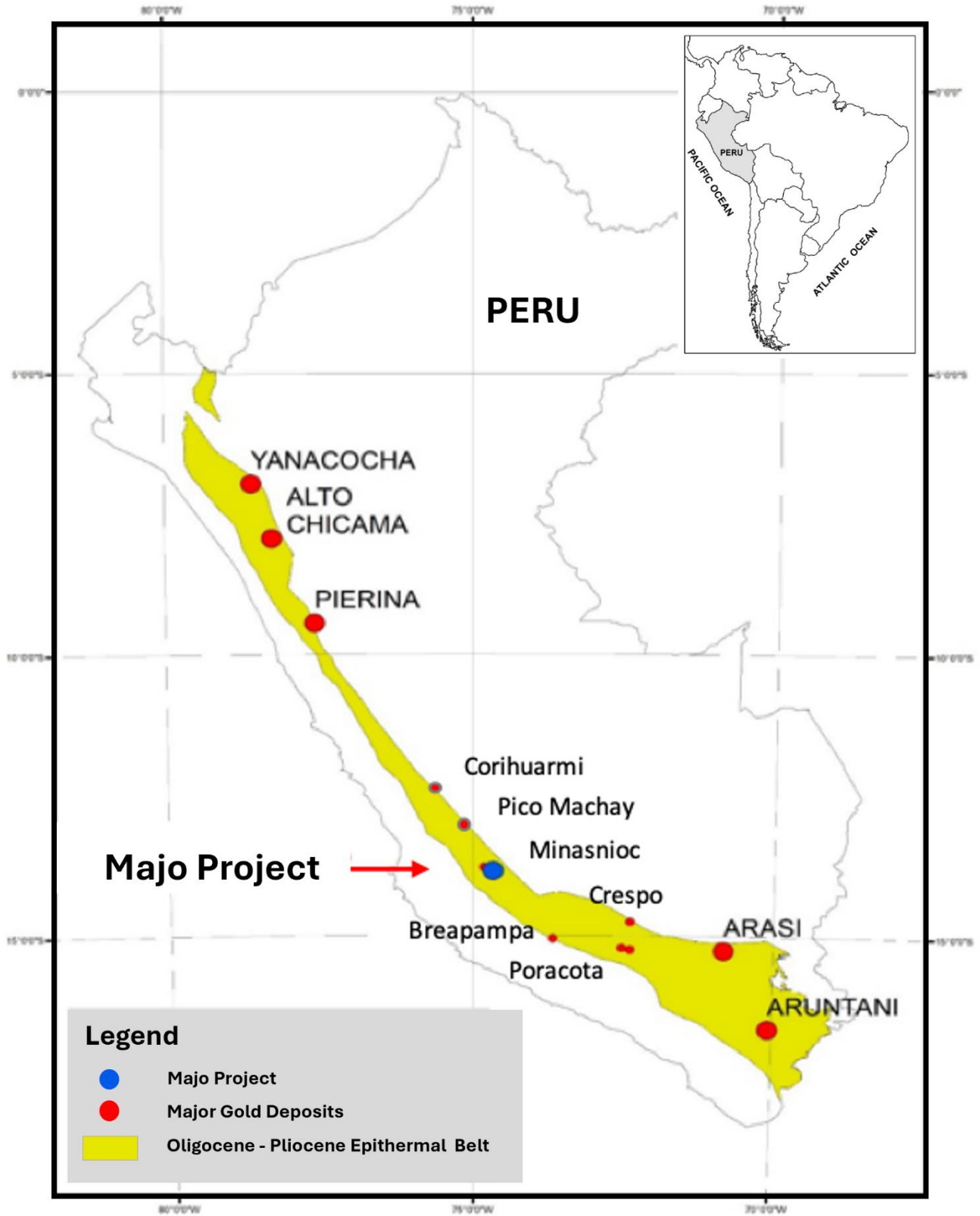


Figure 1: Majo Project Location with Oligocene-Pliocene Epithermal Belt of Peru

Xali Gold and Alpha have entered into a binding Memorandum of Understanding (“MOU”) with the following terms to acquire 100% interest in the Majo Project:

- 1) Pay all Annual Mining Fees commencing with those due in June 2024 (paid);
- 2) Issue 50,000 shares in Xali Gold on signing the Definitive Agreement;
- 3) Issue 100,000 shares within 30 days of receiving the first drilling permit;
- 4) Pay \$50,000 cash upon the closing of a financing by Xali Gold for the drill program (minimum financing of \$1,000,000);
- 5) Execute a drill program of a minimum of 3,000 metres;
- 6) Deliver \$100,000 in cash or shares 12 months after receiving drilling permits;
- 7) Deliver \$150,000 in cash or shares 24 months after receiving drilling permits;
- 8) Deliver \$200,000 in cash or shares 36 months after receiving drilling permits; and
- 9) Grant a 1.5% net smelter return to Alpha, with a buyout option of \$1.5M in cash or shares.

A Definitive Agreement will replace the MOU.

About Xali Gold

Xali Gold holds gold and silver exploration and development projects in Peru and Mexico. The Mexican projects all have partners investing in and developing them. Xali Gold maintains 100% of the rights to new discoveries at El Oro and plans to drill there as soon as underground access is developed.

Xali Gold’s flagship project is El Oro which is a district scale gold project encompassing a well-known prolific high-grade gold dominant gold-silver low-sulphidation epithermal vein system in Central Mexico. Approximately 6.4M ozs of gold and 74M ozs of silver were reported to have been produced from just two veins (Ref. Mexico Geological Service Bulletin Nr. 37, Mining of the El Oro and Tlapujahua Districts, 1920, T. Flores). Xali Gold has identified the potential for a stacked boiling system which may have precipitated gold and silver over vertical extents much greater than the historic workings of the veins mined to date at El Oro. This indicates that several of the El Oro district’s veins hold excellent discovery potential, particularly below and adjacent to the historic workings.

Xali Gold is dedicated to being a responsible Community partner.

Joanne C. Freeze, P.Geo., President and CEO is the Qualified Person as defined by National Instrument 43-101 for the projects discussed above. Ms. Freeze 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.Geo.
President, CEO and Director

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Forward-looking Information

This news release may contain forward-looking information (as such term is defined under Canadian securities laws) including but not limited to historical production records. While such forward-looking information is expressed by Xali Gold in good faith and believed by Xali Gold to have a reasonable basis, they may address future events and conditions and are therefore subject to inherent risks and uncertainties including those set out in Xali Gold's MD&A. Factors that cause the actual results to differ materially from those in forward-looking information include, without limitation, gold prices, results of exploration and development activities, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, potential environmental issues, availability of capital and financing and general economic, market or business conditions. 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.