



## NEWS RELEASE

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### **Xali Gold Closes First Tranche of Private Placement for \$1.5 Million**

Vancouver, British Columbia, December 24, 2025. Xali Gold Corp. (TSXV:XGC) (“Xali Gold” or the “Company”) is pleased to announce the closing on December 23<sup>rd</sup>, 2025, of the first tranche of the previously announced non-brokered private placement (the “Private Placement”) for gross proceeds of C\$1.5 million. A second tranche of up to C\$0.5 Million is planned to close in early January 2026.

The net proceeds from the Private Placement will be used to cover the US\$500,000 payment (the “Payment”) due to Pan American Silver Corp. (“Pan American”) for the closing of the acquisition of the Pico Machay Gold Property (“Pico Machay” or the “Property”), an advanced exploration stage project in Peru with a near-term production goal, as announced in the Company’s [October 24<sup>th</sup>, 2025 news release](#). In addition to the Payment, the proceeds will also be allocated to the exploration of Pico Machay and working capital and general corporate purposes.

“The successful progress of this Private Placement allows us to move ahead with the Pico Machay acquisition and execute on the next phase of our growth strategy,” said Joanne Freeze, Xali Gold President and CEO. “We are excited about the opportunities this transaction presents for the Company.”

The Private Placement resulted in the issuance of 15,000,000 units (the “Units”), with each unit consisting of one common share and one-half of one common share purchase warrant (each full common share purchase warrant, a “Warrant”) at a price of \$0.10 per Unit. 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 (as defined below). If at any time after April 24, 2026, the Company’s common shares have a closing price on the TSX Venture Exchange (“TSX-V”) 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 (the “Accelerated Expiry”) 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.

Finder’s fees of 6% in cash and 6% in non-transferrable finder warrants (the “Finder Warrants”) were paid on a portion of the Private Placement in accordance with the policies of the TSX-V. Each Finder’s Warrant is non-transferable and exercisable into a common share for a period of 18 months at a price of \$0.20 per common share, subject to the same Accelerated Expiry provisions. A total of \$30,300 was paid in cash finder’s fees (of which \$9,900 was to Canadian registered dealer firms and \$20,400 was to BLB Advisory, a Peruvian-based finder) and 99,000 Finder Warrants were issued to the Canadian registered firms.

Two directors of the Company participated in the Private Placement which constitutes a related party transaction, as defined in Multilateral Instrument 61-101 (Protection of Minority Securityholders in Special Transactions). The issuance of Units to the directors is exempt from the valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101, and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101, pursuant to Subsection 5.7(1)(a) of MI 61-101.

**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.**

### **Pico Machay Acquisition Update**

With the closing of the Private Placement, Xali Gold is able to move ahead with closing the acquisition of Pico Machay. Xali Gold will acquire the company Minera Calipuy S.A.C., which wholly owns Pico Machay, from Pan American and its subsidiary, Aquiline Resources Inc.

The Pico Machay acquisition is expected to close later today, and the transaction is subject to final TSX-V approval.

### **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.Geo.*

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 use of net proceeds from the Private Placement; the closing and timing of the second tranche of the Private Placement; and the pending 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](http://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.*