

## **XAU Resources Inc. Corporate Update**

**Toronto, Ontario – February 10, 2026** – XAU Resources Inc. (TSXV: GIG) (“XAU”) provides shareholders with an update on corporate activities following the Company’s financing completed in December 2025.

Since the completion of the financing, management has been focused on advancing a number of strategic initiatives, including the evaluation of potential corporate transactions and partnerships, as well as completing technical, legal and financial reviews related to opportunities currently under consideration.

In parallel, the Company has continued internal technical work on its existing mineral property portfolio, including the compilation and review of historical geological, geochemical and exploration data, with a view to refining its understanding of priority targets and determining appropriate next steps. As part of these efforts, the Company’s geologist is in the process of relocating to Guyana to support the evaluation and advancement of a potential exploration program and to assist with on-the-ground technical work related to the Company’s mineral property interests.

Further to the Company’s November 25, 2025 news release, a special committee of independent directors remains constituted to oversee the evaluation of a potential transaction involving an asset of interest to the Company. The special committee’s mandate is to ensure that any such evaluation is conducted in a structured, independent, and appropriate manner. No determinations have been made by the special committee, no agreements have been entered into, and there can be no assurance that its review will result in a transaction.

The company has not entered into any binding agreements in respect to the matters described above. There can be no assurance that current discussions or internal reviews will result in a completed transaction or exploration program. The Company will provide further updates as material developments occur.

Looking ahead to 2026, the Company intends to continue evaluating exploration and corporate opportunities consistent with its strategy of disciplined growth. XAU expects to prioritize opportunities that offer clear geological merit, alignment with shareholder interests, and the potential to advance the Company’s asset base in a measured and capital-efficient manner, subject to market conditions, regulatory approvals, and Board review.

XAU remains well capitalized and focused on disciplined growth and long-term value creation for shareholders

### **About XAU Resources Inc.**

XAU is a gold exploration and development company advancing high-potential assets within Guyana’s prolific Greenstone Belt. Focused on its Noseno Gold Project and other targets within the region, XAU is well-positioned to tap into Guyana’s rich, underexplored mineral potential, capitalizing on the country’s investor-friendly policies and growing infrastructure. For more information, visit XAU’s website at [xauresources.com](http://xauresources.com) and its filings at [sedarplus.ca](http://sedarplus.ca).

**For additional information, please contact:**

Gary Bay  
Director and CEO  
XAUResources.com  
[gb@xauresources.com](mailto:gb@xauresources.com)  
+1 647 339-4301

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### ***Forward-Looking Information***

*This press release includes certain "forward-looking statements" under applicable Canadian securities legislation, including, but not limited to, statements with respect to the evaluation of potential corporate transactions and partnerships, exploration opportunities, , and the exploration potential of XAU's mineral property and potential property acquisitions. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of XAU to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and factors include, among others: future prices and the supply of metals; exploration results; inability to raise the money necessary to incur the expenditures required to acquire, retain and advance its properties or to acquire additional properties; inability to conclude agreements to complete potential corporate transactions and partnerships or acquire properties on reasonable terms or at all; environmental liabilities (known and unknown); general business, economic, competitive, political and social uncertainties; accidents, labour disputes and other risks of the mineral exploration industry; political instability, terrorism; delays in obtaining governmental approvals; and failure to obtain regulatory approvals. For a more detailed discussion of such risks and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements, refer to XAU's filings with Canadian securities regulators available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).*

*Although XAU has 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 to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this news release and XAU disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.*