

# xTAO Announces US\$7.3M Investment by Off the Chain Capital

GRAND CAYMAN, Cayman Islands, Nov. 5, 2025 /CNW/ - [xTAO](#) Inc. (TSXV: XTAO.U) (OTC: XTAIF) (the "**Company**" or "**xTAO**"), a publicly traded technology company focused on building infrastructure for Bittensor and its decentralized AI ecosystem, is pleased to announce a strategic investment by a single purchaser on a non-brokered private placement basis consisting of the sale of 9,479,090 pre-funded warrants (the "**Pre-Funded Warrants**") at a price of US\$0.77 per Pre-Funded Warrant (the "**Offering Price**") for aggregate gross proceeds equivalent to US\$7,298,900 (the "**Offering**").

Following completion of the Offering, xTAO's total TAO holdings are expected to increase by approximately 41.5%, resulting in an increase of approximately 6.2% in TAO per share. This financing further strengthens xTAO's position as one of the largest publicly traded holders of TAO and enhances its validator footprint within the Bittensor network. The Company's primary validator is currently ranked among the top three performing validators by yield, according to independent tracking data from taoyield.com.

Each Pre-Funded Warrant will automatically convert, for no additional consideration, into one common share of the Company (each, a "**Warrant Share**") on a rolling and indefinite basis until all Warrant Shares reserved thereunder have been issued, provided that no Warrant Shares will be issued if such issuance would result in the holder beneficially owning more than 9.99% of the Company's issued and outstanding common shares (the "**Beneficial Ownership Limitation**").

The Offering was subscribed entirely by Off the Chain Capital, an institutional investor focused on long-term digital asset exposure, and is expected to close on or about the week of November 10, 2025.

"We believe Bittensor represents one of the most important open-source networks of our time," said **Brian Estes**, Chief Investment Officer of **Off the Chain Capital**. "xTAO is building the institutional bridge into decentralized AI, and we see this as a long-term position in both the Company and the future of Bittensor."

The Company intends to use the proceeds of the Offering to grow its TAO treasury and expand validator operations, further strengthening its position within the Bittensor ecosystem.

"We're proud to deepen our partnership with Off the Chain, who have supported xTAO since our early stages," said Karia Samaroo, Chief Executive Officer of xTAO Inc. "This financing is immediately accretive to shareholders on a TAO-per-share basis, and further solidifies xTAO's position as the largest publicly traded holder of TAO. It reflects our shared long-term conviction in the Bittensor ecosystem and decentralized intelligence."

Completion of the Offering is subject to customary closing conditions, including receipt of conditional approval from the TSX Venture Exchange ("**TSXV**"). All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws.

No finder's fees or commissions are payable in connection with the Offering.

## About xTAO

xTAO is a technology company building infrastructure for the Bittensor ecosystem. xTAO is committed to advancing Bittensor and decentralized AI through building infrastructure and making

strategic investments. xTAO is headquartered in the Cayman Islands and is publicly listed on the TSX Venture Exchange under the ticker "XTAO.U." Learn more at [www.xtao.co](http://www.xtao.co).

## **On Behalf of the Board of Directors of xTAO Inc.**

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

### **Cautionary Note Regarding Forward-Looking Statements**

*This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects" or "does not expect", "is expect", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", or variations of such words and phrases) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the completion of the Offering, receipt of all required regulatory approvals, including the approval of the TSXV, Bittensor staking yield and revenue; the evolving cryptocurrency regulatory requirements and the impact on the Company's business plan; xTAO value risk; reliance on key personnel; lack of operating history; competitive conditions; de-banking and financial services risk; anti money laundering and corrupt business practices; additional capital; financing risks; global financial conditions; insurance and uninsured risks; cybersecurity risks; changes to bank fees or practices, or payment card networks; audit of tax filings; market for the common shares of the Company; market price of the common shares of the Company; conflicts of interest; internal controls; tariffs and the imposition of other restrictions on trade could adversely affect the Company's business; risk of litigation; pandemics or other health crises; acquisitions and integration; dividend policy; xTAO price volatility; custodial risks; technological vulnerabilities; short history risk; limited history of the xTAO market; potential decrease in the global demand for xTAO; economic and political factors; security breaches; the requirements that accompany being a publicly traded company may put a strain on the Company's resources, divert attention from management, and adversely affect its ability to maintain and attract management and qualified board members; liquidity risk; leverage risk; and share price fluctuations.*

*Although management of the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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. The forward-looking statements and information contained in this news release are made as of the date of this news release, and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements or information, whether as a result of new information, change in management's estimates or opinions, future circumstances or events or otherwise, except as expressly required by applicable securities law.*

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