



## AURANIA CLOSES PRIVATE PLACEMENT WITH TOTAL GROSS PROCEEDS OF C\$1.72M

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Toronto, Ontario, May 5, 2025 – Aurania Resources Ltd. (TSXV: ARU; OTCQB: AUIAF; Frankfurt: 20Q) - <https://www.commodity-tv.com/play/aurania-resources-discovery-of-high-grade-and-ready-to-ship-nickel-at-a-beach-in-france/> - (“Aurania” or the “Company”) announces that further to its [news release dated April 17, 2025](#), and its [news release dated April 3, 2025](#), it has closed the second and final tranche (the “**Second Tranche**”) of its non-brokered private placement financing (the “**Offering**”). An aggregate of 2,569,022 units of the Company (the “**Units**”) were sold under the Second Tranche at a price of C\$0.30 per Unit for total gross proceeds of C\$770,706.87. Together with the first tranche (the “**First Tranche**”) of the Offering, which closed on April 17, 2025, and pursuant to which C\$954,869.70 was raised through the sale of 3,182,899 Units, the Company has now completed the Offering for total gross proceeds of C\$1,725,576.57 through the issuance of 5,751,921 Units.

Each Unit is composed of one common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share (a “**Warrant Share**”) at an exercise price of C\$0.55 for a period of 24 months following the closing of the date of issuance.

In connection with the Second Tranche, the Company paid a finder’s fees consisting of (i) C\$525.00 in cash (the “**Cash Consideration**”) and (ii) 1,750 compensation warrants (the “**Compensation Warrants**”). Each Compensation Warrant entitles the holder to acquire one Unit at a price of C\$0.30 per Unit for a period of 24 months from the date of issuance. Each Unit issuable upon exercise of a Compensation Warrant is comprised of one Common Share and one Warrant. Each such Warrant entitles the holder to acquire one Warrant Share at a price of C\$0.55 per Warrant Share for a period of 24 months from the date of issuance of the Compensation Warrant.

The Company intends to use the net proceeds from the Offering primarily for general working capital purposes and also may use such proceeds for the payment of any required mineral concession fees in Ecuador.

The closing of the Offering is subject to the receipt of all necessary regulatory approvals, including the final approval of the TSX Venture Exchange. All securities issued and issuable pursuant to the Second Tranche of the Offering are subject to a four-month plus one day hold period commencing on the date of issuance.

### Related Party Transactions

Dr. Keith Barron, CEO and a director of the Company, acquired 1,000,000 Units under the First Tranche, and 2,000,000 Units under the Second Tranche, for a total of 3,000,000 Units under the Offering, and

Thomas David Ullrich, a director of the Company, acquired 75,000 Units under the Offering (together, the “**Acquisitions**”). The Acquisitions constitute a “related party transaction” as defined under the policies of the TSXV and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value of the Acquisitions do not exceed 25 percent of the Company's market capitalization.

The securities described herein have not been, and will not be, registered under the United States Securities Act, or any state securities laws, and accordingly may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

### **About Aurania**

Aurania is a mineral exploration company engaged in the identification, evaluation, acquisition, and exploration of mineral property interests, with a focus on precious metals and copper in South America. Its flagship asset, The Lost Cities – Cutucu Project, is located in the Jurassic Metallogenic Belt in the eastern foothills of the Andes mountain range of southeastern Ecuador.

Information on Aurania and technical reports are available at [www.aurania.com](http://www.aurania.com) and [www.sedarplus.ca](http://www.sedarplus.ca), as well as on Facebook at <https://www.facebook.com/auranialtd/>, Twitter at <https://twitter.com/auranialtd>, and LinkedIn at <https://www.linkedin.com/company/aurania-resources-ltd->.

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

### **Forward-Looking Statements**

This news release contains forward-looking information as such term is defined in applicable securities laws, which relate to future events or future performance and reflect management’s current expectations and assumptions. The forward-looking information includes the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the approval of the TSXV, Aurania’s objectives, goals or future plans, statements, exploration results, potential mineralization, the corporation’s portfolio, treasury, management team and enhanced capital markets profile, the estimation of mineral resources, exploration, timing of the commencement of operations, and estimates of market conditions. Such forward-looking statements reflect management’s current beliefs and are based on assumptions made by and information currently available to Aurania, including the assumption that, there will be no material

adverse change in metal prices, all necessary consents, licenses, permits and approvals will be obtained, including various local government licenses and the market. Investors are cautioned that these forward-looking statements are neither promises nor guarantees and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors that could cause actual results to differ materially from the results expressed or implied by the forward-looking information include, among other things, a failure to obtain or delays in obtaining the required regulatory licenses, permits, approvals and consents, an inability to access financing as needed, a general economic downturn, a volatile stock price, labour strikes, political unrest, changes in the mining regulatory regime governing Aurania, a failure to comply with environmental regulations and a weakening of market and industry reliance on precious metals and copper. Aurania cautions the reader that the above list of risk factors is not exhaustive.