

Aura Minerals Inc. Press Release

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ROAD TOWN, June 24, 2020 - [Aura Minerals Inc.](#) (TSX: ORA) (B3: AURA33) (the "Company" or "Aura") today announces that the Company is launching an initial primary and secondary public offering with restricted placement efforts of Brazilian depositary receipts (*certificados de depósito de ações*, or "BDRs"), sponsored level II, to be issued by Ita Unibanco S.A., as depositary institution, with each BDR representing one share of the Company (each, a "Share") (the "Offering"). The BDRs being offered in the Offering have been approved for listing on the B3 S.A. Brasil, Bolsa, Balcão (the "B3"). The launch of the Offering follows the Company's announcement on June 1, 2020 of its resumption of the process commenced in the first quarter of 2020 to explore a possible initial public offering in Brazil, which plans the Company previously suspended in light of the global COVID-19 pandemic.

The Offering will consist of (i) a primary public offering with restricted efforts of, initially, 331,033 BDRs (the "Primary Offering"); and the "Primary Offering BDRs"), representing 331,033 Shares, and a secondary public offering with restricted efforts of, initially, 626,090 BDRs by a certain shareholder of the Company (the "Base Offering Selling Shareholder") (the "Secondary Offering BDRs"); and, together with the Primary Offering BDRs, the "Base Offering BDRs"), representing 626,090 Shares, on the non-organized over-the-counter market, exclusively to professional investors (as defined in article 9-A of Brazilian Securities Commission (*Comissão de Valores Mobiliários*, or the "CVM") Instruction No. 539, dated November 13, 2013, as amended ("CVM Instruction 539")) located in Brazil (the "Local Professional Investors"), to be placed by a syndicate of underwriters (the "Brazilian Underwriters"), pursuant to Brazilian Law No. 6,385, dated December 7, 1976, as amended (the "Brazilian Capital Markets Law"), CVM Instruction No. 332, dated April 4, 2000, as amended, CVM Instruction No. 476, dated January 16, 2009, as amended ("CVM Instruction 476"), the ANBIMA Code of Regulation and Best Practices for Structuring, Coordination and Distribution of Public Offers for Securities and Public Offers for the Acquisition of Securities (*Código ANBIMA de Regulação e Melhores Práticas para Estruturação, Coordenação e Distribuição de Ofertas Públicas de Valores Mobiliários e Ofertas Públicas de Aquisição de Valores Mobiliários*) and other applicable legal and regulatory provisions; and (ii) placement efforts of the BDRs to (a) certain qualified institutional buyers (QIBs, as defined in Rule 144A promulgated under the United States Securities Act of 1933, as amended (the "Securities Act")) in the United States, in transactions exempt from the registration requirements of the Securities Act; (b) certain accredited investors (as defined under applicable Canadian securities laws) in Canada on a private placement basis; and (c) investors elsewhere outside the United States, Canada and Brazil that are not U.S. persons (as defined in Regulation S promulgated under the Securities Act) in accordance with the applicable laws of such jurisdictions (the "Foreign Investors"); and, together with the Local Professional Investors, the "Professional Investors"); and, in all cases, provided that they invest in Brazil in accordance with the investment mechanisms regulated by the Brazilian National Monetary Council, the Central Bank of Brazil and/or the CVM, by a syndicate of placement agents (the "International Placement Agents").

Until the date of completion of the bookbuilding procedure, the number of Base Offering BDRs may be increased by up to 2.69%, corresponding to up to 25,719 BDRs to be offered by a certain individual shareholder of the Company (the "Additional BDRs Selling Shareholder"); and, together with the Base Offering Selling Shareholder, the "Selling Shareholders"), under the same conditions and at the same price of the Base Offering BDRs (the "Additional BDRs").

In addition to the Additional BDRs, the number of Base Offering BDRs may be increased by up to 15%, corresponding to up to 143,568 BDRs, of which 49,655 BDRs are to be offered by the Company (the "Primary Over-Allotment BDRs") and 93,913 BDRs are to be offered by the Base Offering Selling Shareholder (the "Secondary Over-Allotment BDRs"); and, together with the Primary Over-Allotment BDRs, the "Over-Allotment BDRs"), under the same conditions and at the same price of the Base Offering BDRs, pursuant to an option to be granted by the Company and the Base Offering Selling Shareholder to the Brazilian Underwriter that will act as stabilization agent, for the purposes of the services of stabilization of the price of the BDRs in connection with the Offering.

The price per BDR is expected to be between R\$820.00 and R\$990.00 (or C\$214.59 and C\$259.08, based on the daily average rate of exchange published by the Bank of Canada on June 23, 2020) (the Indicative Price Range); however, it may be set above or below the Indicative Price Range (the Price per BDR).

The Company expects to use the net proceeds of the Offering to fund (i) continuous development, maintenance and expansion of the Company's producing assets; (ii) exploration and development of projects that are not yet in commercial production; and (iii) reinforcement of the Company's capital structure.

The Company expects the determination of the Price per BDR to occur on July 2, 2020, settlement of the Base Offering BDRs and, if applicable, the Additional BDRs to occur on July 7, 2020, and completion of the Offering to occur on or before August 11, 2020.

The Company is a BVI Business Company registered under the laws of the British Virgin Islands and it is not required to grant a preemptive right or priority right to current shareholders when it issues new shares. Thus, considering that the Company is not subject to Brazilian Law No. 6,404, dated December 15, 1976, as amended, and, consequently, is not subject to the provisions of article 9-A of CVM Instruction 476, no preference or priority will be granted to the current shareholders of the Company in connection with the Primary Offering.

PURSUANT TO CVM INSTRUCTION 476, TRADING OF THE BDRS ON SECONDARY MARKET ON THE B3 SHALL BE LIMITED AMONG QUALIFIED INVESTORS; (AS DEFINED IN ARTICLE 9-B OF CVM INSTRUCTION 539) UNTIL THE EARLIER OF (I) A PUBLIC OFFERING OF BDRS REGISTERED WITH THE CVM, IN WHICH CASE THE COMPANY SHALL CHANGE THE BDR PROGRAM REGISTERED WITH THE CVM FROM SPONSORED LEVEL II TO SPONSORED LEVEL III; OR (II) THE ELAPSE OF 18 MONTHS FOLLOWING THE DATE ON WHICH THE BDRS ARE ADMITTED FOR TRADING ON THE B3.

Completion of the Offering is subject to, among other factors, the Company obtaining all necessary approvals, including approval of the listing of the Shares by the Toronto Stock Exchange (TSX); political and macroeconomic conditions; and the interest of investors in the Offering, among other factors not within the Company's control.

THIS PRESS RELEASE IS NOT AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES. THE OFFERING HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR ANY OTHER U.S. FEDERAL AND STATE SECURITIES LAWS, AND THE BDRS MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO U.S. INVESTORS, UNLESS THEY ARE REGISTERED, OR EXEMPT FROM, OR NOT SUBJECT TO, REGISTRATION UNDER THE SECURITIES ACT.

The Offering is automatically exempted from the registration of public distribution by the CVM referred to in article 19 of the Brazilian Capital Markets Law, and pursuant to article 6 of CVM Instruction 476, and is therefore not subject to prior review by the CVM. The Offering will not be subject to prior review by the CVM, by the Brazilian Financial and Capital Markets Association ANBIMA (ANBIMA) or by any regulatory or self-regulatory entity; however, after sending the notice of completion of the Offering to the CVM, the Offering will be registered with ANBIMA. The Offering was not and will not be registered with the United States Securities and Exchange Commission.

THIS PRESS RELEASE IS PROVIDED FOR INFORMATION PURPOSES ONLY AND SHALL NOT, IN ANY CIRCUMSTANCES, BE CONSTRUED AS AN INVESTMENT RECOMMENDATION. THIS PRESS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE SHARES AND BDRS IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL.

THIS PRESS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY THE SHARES AND BDRS IN BRAZIL. THE OFFERING HAS NOT BEEN AND WILL NOT BE, REGISTERED WITH THE CVM, AND THE BDRS MAY NOT BE OFFERED OR SOLD WITHIN BRAZIL ABSENT SUCH REGISTRATION OR AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE BRAZILIAN CAPITAL MARKETS LAW AND OTHER APPLICABLE LEGAL AND REGULATORY PROVISIONS.

Forward-Looking Information

This press release contains forward-looking information; and forward-looking statements; as defined in applicable Canadian securities laws (collectively, forward-looking statements;) which include, but are not limited to, the completion of the Offering, the Price per BDR, the expected use of proceeds from the Offering by the Company and the listing of the Shares by the TSX.

Known and unknown risks, uncertainties and other factors, many of which are beyond the Company's ability to predict or control, could cause actual results to differ materially from those contained in the forward-looking statements. Among other risks, the Price per BDR shall be determined in Brazilian *reais* and the Canadian dollar equivalent of the Indicative Pricing Range disclosed in this press release is subject to any volatility in the prevailing exchange rate of such currencies. Specific reference is made to the most recent Annual Information Form on file with certain Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.

About Aura 360? Mining

Aura is focused on mining in complete terms; thinking holistically about how its business impacts and benefits every one of our stakeholders: our company, our shareholders, our employees, and the countries and communities we serve. We name it 360? Mining.

Aura is a mid-tier gold and copper production company focused on the development and operation of gold and base metal projects in the Americas. The Company's producing assets include the San Andres gold mine in Honduras, the Ernesto/Pau-a-Pique gold mine in Brazil, the Aranzazu copper-gold-silver mine in Mexico and one pre-operational gold mine in the United States, Gold Road. In addition, the Company has two additional gold projects in Brazil, Almas and Matup?, and one gold project in Colombia, Tolda Fria.

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