

Resouro Gold Announces Non-Brokered Private Placement Offering

22.02.2023 | [Newsfile](#)

Vancouver, February 22, 2023 - [Resouro Gold Inc.](#) (TSXV: RAU) ("Resouro" or the "Company") today announces a non-brokered private placement ("Private Placement") of up to 2,000,000 Common Shares of the Company ("Shares") at a price of C\$0.15 per Share for gross proceeds of up to C\$300,000.

The net proceeds from the Private Placement will be used to advance exploration on the Company's gold projects and titanium-REE project and for general working capital purposes.

In accordance with applicable Canadian securities laws, all securities issued pursuant to the private placement will be legended with a hold period of four months and one day from the date of issuance.

The Private Placement is expected to close on or around March 10, 2023. Completion of the Private Placement remains subject to the receipt of all necessary regulatory approvals, including approval of the Toronto Venture Stock Exchange (the "TSXV").

The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from registration requirements. This news release does not constitute an offer for sale of securities in the United States.

The Company also announces appointment of Namrata Malhotra as its Corporate Secretary, following the resignation of Leah Hodges. Ms. Malhotra has an extensive background in corporate governance management and regulatory compliance, including as Assistant Vice-President, Corporate Secretarial and Compliance at a fintech start-up in India. Currently, as part of the Toronto-based firm Grove Corporate Services, Namrata acts as a Corporate Secretary for several public companies.

About Resouro Gold Inc.

Resouro is a Canadian-based mineral exploration and development company focused on the discovery and advancement of economic mineral projects in Brazil, including the 100%-owned Novo Mundo Gold Project in Mato Grosso, Brazil. Resouro is currently in the process of acquiring a stake in the titanium-REE project in Brazil. Learn more about the Company on its website: <https://resouro.com>.

On behalf of the Board of Directors,

[Resouro Gold Inc.](#)

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Disclaimer

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this press release includes, but is not limited to, statements with respect to the completion of the titanium-REE project acquisition, closing of the placement, expected terms of the placement, the number of securities of Resouro that may be issued in connection with the transaction, and the parties' ability to satisfy closing conditions and receive necessary approvals. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: general economic conditions in Canada and globally; industry conditions, including governmental regulation and environmental regulation; failure to obtain industry partner and other third party consents and approvals, if and when required; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; liabilities inherent in the mining industry; competition for, among other things, skilled personnel and supplies; incorrect assessments of the value of acquisitions; geological, technical, processing and transportation problems; changes in tax laws and incentive programs; failure to realize the anticipated benefits of acquisitions and dispositions; and the other factors. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

The TSX Venture Exchange has neither approved nor disapproved the contents of this press release.

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