

Stroud Resources Ltd. Announces Private Placement

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TORONTO, May 10, 2023 - [Stroud Resources Ltd.](#) (TSXV: SDR) ("Stroud" or "Company") announces a non-brokered private placement to raise up to C\$1,500,000.

The Company proposes to issue Convertible Debentures for gross proceeds of up to C\$1,500,000. The Convertible Debentures bear interest of 14% and mature 90 days from issue. On Maturity, the Convertible Debentures convert to units (the "Units") at \$0.10 per Unit. Each Unit will comprise one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of \$0.10 for a period of three (3) years from closing.

If, over a period of 20 consecutive trading days on the TSX Venture Exchange (the "Exchange" or "TSXV"), the closing price of the Company's common shares on the Exchange is at or exceeds \$0.30, then the Company may, at its option, provide written notice (the "Notice") to the Holder requiring that these Warrants be exercised within 30 days of the date of the Notice, failing which these Warrants shall immediately thereafter expire, then the Expiry Time shall be accelerated to 5:00 p.m. (Toronto time) on the 30th day following receipt of the Notice by the Holder (the "Exercise Period").

All securities will be subject to a four-month hold period from the closing date. The private placement is subject to the approval of the TSXV.

Proceeds raised through the issue of Units will be used for general working capital purposes.

About Stroud Resources Ltd.

Stroud Resources is a TSXV listed company (TSXV: SDR) focused on the exploration and development of its Santo Domingo epithermal silver project in central Mexico.

For more information, please visit www.stroudsilver.com or contact Mirsad Jakubovic, Chief Financial Officer,

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THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements".

Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to the interpretation of the drill results, geology, grade and continuity of mineral deposits.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or

revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.

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