

Resouro Announces Closing of Brokered Private Placement

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Toronto, July 11, 2023 - [Resouro Gold Inc.](#) (TSXV: RAU) (FSE: BU9) ("Resouro" or the "Company") is pleased to announce that on July 11, 2023 (the "Closing Date") it closed its previously announced brokered private placement offering (the "Offering") of 13,333,333 common shares in the capital of the Company ("Common Shares") at a price of \$0.15 per Common Share for aggregate gross proceeds of approximately \$2,000,000.

The Company intends to use net proceeds from the Offering to advance exploration on the Company's Tiros Titanium-REE Project and Novo Mundo Gold Project in Brazil and for general working capital purposes.

The Offering was led by Taylor Collison Limited (the "Agent"), which acted as agent on a reasonable efforts basis. As compensation for its services, the Agent elected to receive, and was issued, 800,000 Common Shares (the "Compensation Shares"), representing a capital raising fee of 6.0% of the aggregate gross proceeds of the Offering (the "Capital Raising Fee"), payable in cash or through the issuance of the number of Common Shares equivalent to the value of the Capital Raising Fee at a price of \$0.15 per Common Share. In addition to the Compensation Shares, the Company issued to the Agent 600,616 warrants to purchase Common Shares (the "Agent's Warrants"), with each Agent's Warrant exercisable into one Common Share for a period of three years from the Closing Date at an exercise price of \$0.20 per Common Share.

The securities issued in connection with the Offering are subject to a statutory hold period of four months plus one day from the Closing Date, being November 12, 2023, in accordance with applicable securities legislation. The Offering has received conditional acceptance of the TSX Venture Exchange (the "TSXV") and is subject to final acceptance upon the Company filing final documentation with 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.

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 Tiros Titanium-REE Project in Minas Gerais and the Novo Mundo Gold Project in Mato Grosso. Learn more about the Company on its website: <https://resouro.com>.

On behalf of the Board of Directors,
Chris Eager, President & CEO
[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 and the intended use of the proceeds from the Offering. 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, including obtaining final acceptance from of the TSXV; 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.

Neither the 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.

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