

Resouro Strategic Metals Inc. Announces Board Approval of Amended and Restated Option Plan

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Toronto, December 22, 2023 - [Resouro Strategic Metals Inc.](#) (TSXV: RSM) (FSE: 8TX) ("Resouro" or the "Company") announces that the board of directors of the Company have approved the adoption of a new stock option plan (the "Amended and Restated Option Plan") pursuant to the policies of the TSX Venture Exchange (the "Exchange"). The aggregate number of common shares which may be subject to issuance pursuant to options granted under the Amended and Restated Option Plan shall be 20% of the outstanding common shares of the Company as at December 15, 2023 or 14,193,752. The Amended and Restated Option Plan shall replace the Company's existing option plan, which was a "rolling 10%" plan.

The Amended and Restated Option Plan is subject to the approval of the shareholders, along with the approval of disinterested shareholders, which shall be determined by excluding the votes of any Insiders, as such term is defined by the policies of the TSX Venture Exchange (the "Exchange"). The Company's shareholders will be asked to approve, among others, the Amended and Restated Option Plan at a special meeting of the shareholders to be held on January 16, 2024. The adoption of the Amended and Restated Option Plan is also subject to the final approval of the Exchange.

The Exchange has conditionally accepted a proposed grant of 4,000,000 non-transferable options, pursuant to the Amended and Restated Option Plan, to purchase 4,000,000 common shares of the Company ("Common Shares") at an exercise price of \$0.20 per Common Share during a period of five years expiring on August 2, 2028, to Mr. Christopher Eager, the President and Chief Executive Officer of the Company, subject to disinterested shareholders approval (the "CEO Options"). The CEO Options may not be exercised prior to the final approval of the Amended and Restated Option Plan by the Exchange.

About Resouro Strategic Metals 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 Project in Minas Gerais and the Novo Mundo and Santa Angela gold projects in Mato Grosso State.

The Tiros Municipality is located approximately 317 km West-North-West of Belo Horizonte, sixth largest city in Brazil and the capital of Minas Gerais state. The Tiros Project is targeting commodities of interest being Titanium and Rare Earth Elements (REE's). The Project comprises 25 mineral titles in total, being 16 granted exploration licenses, which have a total area of approximately 27,325 hectares. The Project also includes 8 applications for exploration license and one tenement able for mining permit request.

Learn more about the Company on its website: resouro.com.

On behalf of the Board of Directors,
Chris Eager, President & CEO
[Resouro Strategic Metals Inc.](#)

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Forward-Looking Information

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. 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 of the Exchange; the need to obtain required approvals from regulatory authorities; stock market volatility; liabilities inherent in the mining industry; failure to obtain the requisite shareholder approvals; 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.

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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