Aurania Announces Closing of Tranche 2 of Private Placement

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Toronto, May 23, 2024 - <u>Aurania Resources Ltd.</u> (TSXV: ARU) (OTCQB: AUIAF) (FSE: 20Q) ("Aurania" or the "Company") announces it has closed the second tranche (the "Second Tranche") of its non-brokered private placement of up to 20,000,000 units ("Units") for aggregate gross proceeds of up to C\$4,000,000, subject to the right of the Company to increase the size of the Initial Offering by up to 25% (the "Offering"). An aggregate of 4,219,752 Units were sold under the Second Tranche at a price of C\$0.20 per Unit (the "Issue Price"), for total gross proceeds of C\$843,950.40. The Company expects to close a third and final tranche next week.

Each Unit is composed of one common share in the capital of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one Common Share (a "Warrant Share") at an exercise price of C\$0.45 per Warrant Share at any time until May 23, 2026.

The Company intends to use the net proceeds raised from the Offering for exploration and target refinement at the Kuri-Yawi target area in Ecuador, and for general working capital purposes, as described in greater detail in its news release of April 17, 2024. For details relating to the closing of Tranche 1, please refer to Aurania's news release of May 9, 2024.

No fees were paid to finders in connection with the closing of the Second Tranche.

Completion of the Second Tranche is subject to the receipt of all necessary regulatory approvals, including the final approval of the TSX Venture Exchange. All securities issued and issuable pursuant to the Second Tranche of the Offering are subject to a four-month plus one day hold period commencing on the date of issuance.

The securities described herein have not been, and will not be, registered under the United States Securities Act, or any state securities laws, and accordingly may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

About Aurania

Aurania is a mineral exploration company engaged in the identification, evaluation, acquisition and exploration of mineral property interests, with a focus on precious metals and copper in South America. Its flagship asset, The Lost Cities - Cutucu Project, is located in the Jurassic Metallogenic Belt in the eastern foothills of the Andes mountain range of southeastern Ecuador.

Information on Aurania and technical reports are available at www.aurania.com and www.sedarplus.ca, as well as on Facebook at https://www.facebook.com/auranialtd/, Twitter at https://twitter.com/auranialtd, and LinkedIn at https://www.linkedin.com/company/aurania-resources-ltd-.

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Forward-Looking Statements

This news release contains forward-looking information as such term is defined in applicable securities laws, which relate to future events or future performance and reflect management's current expectations and assumptions. The forward-looking information includes statements regarding the Offering, including the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the approval of the TSXV of the listing of the Common Shares and the Warrant Shares (and the timing thereof), Aurania's objectives, goals or future plans, statements, exploration results, potential mineralization, the corporation's portfolio, treasury, management team and enhanced capital markets profile, the estimation of mineral resources, exploration, timing of the commencement of operations, and estimates of market conditions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to Aurania, including the assumption that, there will be no material adverse change in metal prices, all necessary consents, licenses, permits and approvals will be obtained, including various local government licenses and the market. Investors are cautioned that these forward-looking statements are neither promises nor guarantees and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors that could cause actual results to differ materially from the results expressed or implied by the forward-looking information include, among other things, a failure to obtain or delays in obtaining the required regulatory licenses, permits, approvals and consents, an inability to access financing as needed, a general economic downturn, a volatile stock price, labour strikes, political unrest, changes in the mining regulatory regime governing Aurania, a failure to comply with environmental regulations and a weakening of market and industry reliance on precious metals and copper. Aurania cautions the reader that the above list of risk factors is not exhaustive.

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