

Daura Capital Corp. Announces TSXV Conditional Acceptance and Filing of Filing Statement for Qualifying Transaction

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Vancouver, Dec. 23, 2024) - [Daura Capital Corp.](#) (TSXV: DUR.P) (the "Company" or "Daura"), a capital pool company, announced that it has received conditional acceptance from the TSX Venture Exchange (the "TSXV") for the closing of its proposed acquisition of Estrella Gold S.A.C. ("Estrella"), which transaction is intended to constitute Daura's Qualifying Transaction (within the meaning of Policy 2.4 - Capital Pool Companies of the TSXV). Daura has filed a filing statement dated effective December 19, 2024 (the "Filing Statement"), including a 43-101 Technical Report on Estrella's Cochabamba Project with the TSXV and under Daura's profile on SEDAR+ at www.sedarplus.ca, which describes the Qualifying Transaction.

In addition, Daura announced that it has increased the minimum amount of its previously announced concurrent financing (the "Concurrent Financing") to be completed in connection with its proposed qualifying transaction (the "Qualifying Transaction") to acquire Estrella Gold S.A.C. ("Estrella"). Daura is also providing updated financial information for Estrella.

As previously announced, Daura has entered into a definitive agreement to acquire all of the outstanding shares of Estrella from its shareholders (the "Estrella Shareholders") in consideration for 7,000,000 common shares of Daura. For additional information regarding the Qualifying Transaction, please refer to Daura's news releases dated July 16, 2024 and July 23, 2024.

Increase in Minimum Amount of Concurrent Financing

The Company has increased the minimum amount of the Concurrent Financing in order to increase the funds available to the Company upon completion of the Qualifying Transaction. Under the Concurrent Financing, the Company intends to issue a minimum of 20,333,334 units (each a "Unit") and a maximum of up to 25,000,000 Units at a price of \$0.06 per Unit for gross proceeds of between \$1,250,000 and \$1,500,000. Each Unit will consist of one Daura Share and one (full) share purchase warrant (each a "Warrant"), with each whole Warrant entitling the holder to purchase one additional Daura Share at a price of \$0.10 per share for a period of two years from the date of issuance. Net proceeds from the Concurrent Financing will be used to fund exploration of the Estrella project portfolio, expenses related to the Qualifying Transaction and for general working capital purposes.

Subject to the approval of the TSXV, Daura may pay eligible finders a fee equal to 7% of the Concurrent Financing in cash, and 7% in share purchase warrants under the QT Financing.

All securities issued under the Concurrent Financing will be subject to hold periods expiring four months and one day after the date of issuance. Additional restrictions may apply under the rules of the TSXV and applicable securities laws.

This news release does not constitute an offer to sell, or solicitation of an offer to buy, nor will there be any sale of any of the securities offered in any jurisdiction where such offer, solicitation or sale would be unlawful, including the United States of America. The securities being offered as part of the Concurrent Financing have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly may not be offered or sold in the United States except in compliance with the registration requirements of the U.S. Securities Act and any applicable state securities laws, or pursuant to available exemptions therefrom.

Closing of the Concurrent Financing remains subject to final acceptance by the TSXV.

Updated Financial Information for Estrella

In addition to the information previously provided in the Company's news release of July 23, 2024, the Company is providing updated financial information regarding the financial condition and results of operation for Estrella. The following is derived from Estrella's financial statements for the years ended December 31,

2023 (audited) and 2022 (unaudited) and the interim periods ended September 30, 2024. The following information should be read in conjunction with Estrella's audited and unaudited financial statements for the periods presented, which financial statements will be included in the filing statement to be filed by Daura on SEDAR in connection with the Qualifying Transaction.

		Nine Months Ended		Year Ended		
		Sept. 30, 2024*		Dec. 31, 2023*		
		(unaudited)		(audited)		
				Year Ended		
				Dec. 31, 2022*		
				(unaudited)		
Total Revenues	S/	--	S/	--	S/	--
Net Income (Loss)	S/	(39,637)	S/	67,349	S/	81,002
Total Assets	S/	2,965,992	S/	2,960,201	S/	2,808,584
Total Long-term Liabilities	S/	2,935,081	S/	2,688,221	S/	2,761,226

* Presented in Peruvian soles ("S/")

Additional Information

Completion of the Qualifying Transaction and the Concurrent Financing remains subject to a number of conditions including, but not limited to, receipt of all required regulatory approvals, including final TSXV acceptance, and satisfaction of other customary closing conditions. Assuming all conditions for closing are satisfied, closing of the Transaction is expected to occur on or about January 31, 2025, or such other date as the Company and Estrella may determine.

In accordance with the policies of the TSXV, Daura's common shares are currently halted from trading and will remain halted until further notice.

All information provided in this press release related to Estrella has been provided by management of Estrella and has not been independently verified by management of Daura.

Investors are cautioned that, except as disclosed in the Filing Statement, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

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Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. Daura cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Daura's control. Such factors include, among other things: risks and uncertainties relating to Daura's ability to complete the proposed Qualifying Transaction and the Concurrent Financing; and other risks and uncertainties. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, Daura undertakes no obligation to publicly update or revise forward-looking information.

Completion of the transaction is subject to conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

A halt in trading shall remain in place until after the Qualifying Transaction is completed or such time that acceptable documentation is filed with the TSX Venture Exchange.

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