

# Aurelius Announces Partial Revocation of Failure to File Cease Trade Order and Proposed Debt Financing

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933 as amended (the "1933 Act"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the 1933 Act) absent such registration or an applicable exemption from such registration requirements.*

Vancouver, British Columbia--(Newsfile Corp. - April 7, 2026) - Aurelius Minerals Inc. (NEX: AUL.H) (the "Company" or "Aurelius") announces that the British Columbia Securities Commission (the "Principal Regulator") and the Ontario Securities Commission issued an order dated April 7, 2026 (the "Partial Revocation Order") partially revoking the failure-to-file cease trade order issued against the Company on May 8, 2023 (the "FFCTO"). The Company further announces that it proposes to undertake a debt financing (the "Debt Financing") for up to \$830,000 in aggregate principal amount of secured promissory notes (the "Notes").

## **Failure-to-File Cease Trade Order**

As previously announced on April 25, 2023, the FFCTO was issued as a result of the Company's failure to file audited annual financial statements, related annual management's discussion and analysis, and certification of the foregoing annual filings for the fiscal year ended December 31, 2022 as required by National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings*.

Trading of the Company's common shares on the NEX board of the TSX Venture Exchange (the "TSXV") remains halted as a result of the FFCTO.

## **Partial Revocation Order**

The Partial Revocation Order allows the Company to complete the Debt Financing for the purpose of raising funds to prepare and file all documents required to bring the Company's continuous disclosure obligations up to date, pay certain outstanding related administrative expenses and professional fees, and continue operations, at which time the Company plans to apply for full revocation of the FFCTO.

All of the Company's securities will remain subject to the FFCTO until it is fully revoked. The granting of the Partial Revocation Order does not guarantee the issuance of a full revocation order in the future.

## **Debt Financing**

The Notes in the proposed Debt Financing would be expected to bear interest at a rate per annum equal to CORRA plus 5%, with all interest accrued and added to the principal amount of the Notes. All principal, together with the accrued and unpaid interest under the Notes, would be due and immediately payable on the one year anniversary of the Debt Financing closing, unless otherwise extended by the holders of the Notes holding greater than 66 2/3% of the principal amount of the Notes.

The Notes are expected to be secured under a general security agreement together with a pledge of all issued and outstanding common shares of Aureus Gold Inc., a wholly-owned subsidiary of the Company.

It is anticipated that the Debt Financing will be conducted on a prospectus exempt basis to one or more investors located in British Columbia, Newfoundland and Labrador, and Ontario, each of whom is an

accredited investor, as defined in section 2.3 of National Instrument 45-106 - *Prospectus Exemptions* (each, an "Investor").

The Company expects for certain Investors to meet the definition of a "related party", as such term is defined in in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and that the Debt Financing will constitute a "related party transaction" pursuant to the definition of that term in MI 61-101. The Company intends to rely on the exemption from the formal valuation requirement contained in section 5.5(b) of MI 61-101, since the securities of the Company are not listed on one of the specified stock markets in section 5.5(b) of MI 61-101. The Company intends to rely on the exemption from the minority approval requirement contained in section 5.7(a) of MI 61-101, on the basis that neither the fair market value of the securities issued, nor the fair market value of the consideration for the transactions, insofar as it involves interested parties, exceeds 25% of the Company's market capitalization as determined by the board of directors of the Company acting in good faith.

Prior to completion of the Debt Financing, each Investor would receive a copy of the FFCTO and the Partial Revocation Order. Each Investor would also receive written notice that the Company's securities will remain subject to the FFCTO until such time as a full revocation is granted and that the granting of any partial revocation does not guarantee the issuance of a full revocation in the future, and would be required to provide an acknowledgement of the same to the Company.

Closing of the Debt Financing will be subject to acceptance by the NEX board of the TSXV and other customary closing conditions.

## **About Aurelius**

Aurelius is a gold exploration company which holds the Aureus East Gold Property and the Forest Hill Gold Project located in Nova Scotia. Aurelius also holds a gold project in the Abitibi Greenstone Belt in Ontario, Canada, one of the world's most prolific mining districts; the 968-hectare Mikwam Property, in the Burntbush area on the Casa Berardi trend.

On Behalf of the Board  
**AURELIUS MINERALS INC.**

***For further information please contact:***

### **Aurelius Minerals Inc.**

Mark N.J. Ashcroft, P.Eng., President and CEO

[info@aureliusminerals.com](mailto:info@aureliusminerals.com)

Tel.: (416) 304-9095

*Neither the TSX Venture Exchange - NEX 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.*

## **Cautionary Note Regarding Forward-Looking Information**

*This news release contains "forward-looking information" under the provisions of applicable Canadian securities legislation, including statements regarding the Debt Financing, the anticipated use of proceeds of the Debt Financing, the preparation and filing of all documents required to bring the Company's continuous disclosure obligations up to date, and Company's intention to seek a full revocation of the FFCTO. Generally, this forward-looking information can be identified by the use of terms such as "plans", "expects", "estimates", "intends", "anticipates", "believes", or variations or comparable language of such words, and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" or the negative connotation thereof.*

*Forward-looking information is necessarily based upon a number of factors and assumptions that, if untrue, could cause the actual results, performances, or achievements of the Company to be materially different from future results, performances, or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies, operating conditions, the price of gold, anticipated costs, and the Company's ability to achieve its objectives. The Company's ability to carry on its business in future as a going concern is dependent on its ability to complete the Debt Financing and obtain sufficient funding to prepare and file all documents required to bring the Company's continuous disclosure obligations up to date, pay certain outstanding related administrative expenses and professional fees, and continue operations, and continue operations. There can be no assurance that the Debt Financing will be completed on the terms described in this news release or at all.*

*The Company provides forward-looking information for the purpose of conveying information about current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements and the risks and uncertainties identified and reported in the Company's public filings under its SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements.*

*Forward-looking statements contained in this news release are made as of the date of this news release and, accordingly, are subject to change after such date. Aurelius disclaims any intention or obligation to update or revise such statements unless required by law.*

**NOT FOR DISTRIBUTION TO US NEWS WIRE SERVICES OR FOR DISSEMINATION INTO THE UNITED STATES**

To view the source version of this press release, please visit  
<https://www.newsfilecorp.com/release/291529>