



AURANIA CLOSES PRIVATE PLACEMENT FINANCING

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Toronto, Ontario, December 5, 2025 – Aurania Resources Ltd. (TSXV: ARU; OTCQB: AUIAF; Frankfurt: 20Q) (“Aurania” or the “Company”) announces that further to its news release dated November 21, 2025, the Company has closed its previously announced non-brokered private placement for gross proceeds of C\$771,776.92 raised through the issuance of 6,431,466 units of the Company (the “Units”) at a price of C\$0.12 per Unit (the “Offering”).

Each Unit is composed of one common share 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\$0.25 for a period of 24 months following the closing of the date of issuance.

In connection with the Offering, the Company paid aggregate finder’s fees consisting of (i) C\$2805.60 (the “**Cash Consideration**”) and (ii) 23,380 compensation warrants (the “**Compensation Warrants**”) to eligible finders. Each Compensation Warrant entitles the holder to acquire one Unit at a price of C\$0.12 per Unit for a period of 24 months from the date of issuance. Each Unit issuable upon exercise of a Compensation Warrant is comprised of one Common Share and one Warrant. Each such Warrant entitles the holder to acquire one Warrant Share at a price of C\$0.25 per Warrant Share for a period of 24 months from the date of issuance of the Compensation Warrant.

The Company intends to use the net proceeds from the Offering primarily for the preliminary economic assessment by international consultancy firm SRK on the Balangero tailings retreatment project in Italy, exploration programs at the Company’s mineral properties, and for general working capital purposes.

The closing of the Offering 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 Offering are subject to a four-month plus one day hold period commencing on the date of issuance.

Related Party Transactions and Early Warning Report

Dr. Keith Barron, CEO and a director of the Company, acquired 4,166,666 Units under the Offering (the “**Acquisition**”). The Acquisition constitutes a “related party transaction” as defined under the policies of the TSXV and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value of the Acquisition does not exceed 25 percent of the Company's market capitalization.

Immediately prior to the Acquisition, Dr. Barron owned or exercised control and direction over an aggregate of 55,414,301 Shares, 2,442,992 options to purchase Shares (each, an “**Option**”), and 20,140,801 Warrants, representing 44.04% and 52.56% of the Company’s issued and outstanding Common Shares on a non-diluted and partially diluted basis, respectively.

As at the date of the filing of Dr. Barron’s most recent early warning report dated April 17, 2025 (the “Prior Report”) pursuant to the requirements of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* (“**NI 62-104**”) and National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* (“**NI 62-103**”), Dr. Barron owned or exercised control and direction over an aggregate of 47,672,635 Common Shares, 1,752,992 Options, and 12,399,135 Warrants, representing 44.4% and 50.9% of the Company’s issued and outstanding Common Shares on a non-diluted and partially diluted basis, respectively. Following the Acquisition, Dr. Barron has ownership and control, directly and indirectly, of 59,580,967 Common Shares, representing approximately 45.05% of the issued and outstanding Common Shares on a non-diluted basis, and approximately 54.29% of the issued and outstanding Common Shares on a partially diluted basis (assuming the exercise of 24,307,467 Warrants of the Issuer and 2,442,992 Options of the Issuer held by Dr. Barron, which represents greater than a 2% change in ownership percentage on a partially diluted basis since the Prior Report

In satisfaction of the requirements of NI 62-104 and NI 62-103, an early warning report respecting the acquisition of securities by Dr. Barron will be filed under the Company’s SEDAR+ Profile at www.sedarplus.ca. The head office of the Company is located at 8 King Street East, Suite 1800 Toronto, ON Canada M5C 1B5.

The Acquisition was completed for investment purposes. Depending on market and other conditions, Dr. Barron may from time to time in the future increase or decrease his ownership, control or direction over securities of the Company, through market transactions, private agreements, or otherwise.

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 critical energy in Europe and abroad.

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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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

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 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; an inability to fund or extend the payment of Ecuador mineral concession fees with such failure to pay could result in the forfeiture of such mineral concessions; an inability to fund the administrative fees imposed by the Ecuadorian Control and Regulation Agency (ARCOM for its Spanish acronym) on the mining sector which could render the Company insolvent; 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; a weakening of market and industry reliance on precious metals and base metals; and those risks set out in the Company's public documents filed on SEDAR+. Aurania cautions the reader that the above list of risk factors is not exhaustive. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.