

# Aurania Announces Closing of First Tranche of Private Placement

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Toronto, April 17, 2025 - [Aurania Resources Ltd.](#) (TSXV: ARU) (OTCQB: AUJAF) (FSE: 20Q) ("Aurania" or the "Company") announces that further to its news release dated April 3, 2025 it has closed the first tranche (the "First Tranche") of its previously announced non-brokered private placement financing for up to 5,000,000 units (the "Units") at a price of C\$0.30 per Unit (the "Issue Price"), for gross proceeds of up to C\$1,500,000 (the "Offering"). An aggregate of 3,182,899 Units were sold under the First Tranche for total gross proceeds of C\$954,869.70.

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\$0.55 for a period of 24 months following the closing of the First Tranche.

The Company intends to use the net proceeds from the Offering primarily for general working capital purposes and also may use such proceeds for the payment of any required mineral concession fees in Ecuador.

The closing of the First 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 First Tranche of the Offering are subject to a four-month plus one day hold period commencing on the date of issuance. The Company has the right to increase the size of the Offering by up to 25% and closing of the remaining tranche(s) of the Offering is anticipated to be completed on or around April 24.

## Related Party Transaction and Early Warning Report

Dr. Keith Barron, CEO and a director of the Company, acquired 1,000,000 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.

Prior to the Acquisition, Dr. Barron owned or exercised control and direction over, 46,672,635 Common Shares, 1,752,992 options to purchase Common Shares ("Options"), and 11,399,135 Warrants, representing 44.8% and 50.99% 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 May 9, 2024 (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 41,915,710 Common Shares, 1,203,992 Options, and 11,621,357 Warrants, representing 47.3% and 53.9% of the Company's issued and outstanding Common Shares on an undiluted and partially diluted basis, respectively, as at the date of the Prior Report. Following the Acquisition, Dr. Barron now owns or exercises control or direction over an aggregate of 47,672,635 Common Shares, 1,752,992 Options, and 12,399,135 Warrants, representing 44.41% and 50.88% of the Company's issued and outstanding Common Shares on a non-diluted and partially diluted basis, respectively, which represents greater than a 2% change in ownership percentage 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](http://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 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](http://www.aurania.com) and [www.sedarplus.ca](http://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->.

For further information, including for a request for a copy of Dr. Barron's early warning report, please contact:

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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 Offering, including the maximum size thereof, the expected timing to complete the Offering, the ability to complete the Offering on the terms provided herein or at all, the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the approval of the TSXV, the closing of additional tranches of the Offering, statements with respect to Dr. Barron's early warning report including the timing and filing of same on SEDAR+, 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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