

TSX-V Release
21 October 2025

ASX Release
22 October 2025

Resouro Completes Final Tranche of Private Placement

Resouro Strategic Metals Inc. (ASX: RAU; TSX-V: RSM; FSE: 8TX; OTCQB: RSGOF) ("Resouro" or the "Company") is pleased to announce the closing of the second and final tranche (the "Final Tranche") of its previously announced non-brokered private placement (the "Private Placement"). The Final Tranche consists of the issuance of 10,000,000 units (the "Units") at a price of CAD\$0.20 per Unit, for additional gross proceeds of CAD\$2,000,000. Each Unit is comprised of one common share ("Common Share") in the capital of the Company and one-half of one common share purchase warrant, with each whole warrant being exercisable to acquire one Common Share at an exercise price of CAD\$0.30 per share for a three-year period from the date of issuance.

Together with the first tranche, which closed on 20 October 2025 (21 October 2025 Australia), the Company has issued a total of 15,000,000 units at an issue price of CAD\$0.20 per Unit, for aggregate gross proceeds of CAD\$3,000,000 under the Private Placement. The Units issued in the first tranche were on the same terms as those issued in the Final Tranche.

All securities issued in connection with the Private Placement are subject to a four-month plus one day statutory hold period from the closing date of the Private Placement pursuant to applicable securities legislation. In accordance with the ASX Listing Rules, under the Final Tranche, 4,259,004 shares were issued pursuant to the Company's available placement capacity under Listing Rule 7.1A while 5,740,996 shares and 5,000,000 Warrants were issued pursuant to Listing Rule 7.1.

The proceeds of the Offering will be used to advance the engineering and metallurgical programs, essential steps toward the Preliminary Economic Assessment for the Tiros project, as well as for general working capital purposes.

Commenting on the closing of the Private Placement, Executive Chairman and CEO of Resouro, Christopher Eager, said:

“We are pleased to welcome Jose Luis Manzano, a prominent Argentine industrialist, as a strategic investor in this capital raising. His extensive experience and network will be invaluable as we advance our Tiros project. We are also encouraged by the continued support of our long-standing shareholders, some of whom increased their positions in the financing, reflecting confidence in our strategy and progress. These funds will enable us to move forward in a disciplined, value-driven manner as we deliver the next phase of technical and economic studies. We thank both our existing and new investors for their trust and commitment.”

Further background on Jose Luis Manzano is provided below.

Jose Luis Manzano is a seasoned Argentine entrepreneur and former politician whose track record spans media, oil and gas, energy, mining and infrastructure. He is the founder and chairman of Integra Capital whose diverse holdings in the mining sector include Volcán Compañía Minera S.A. and Minera Aguilar S.A. engaged in the exploration of silver, zinc, copper and lead; PRC S.A. (Potasio Rio Colorado) and several public and private exploration companies in graphite, antimony, lithium, copper and rare earth elements (REE) in South America. In Brazil, in addition to its investment in Resouro, Integra Capital has already invested in lithium through the Salinas Project in Minas Gerais, currently under Pilbara Minerals Ltd and is an investor in other exploration projects.

This announcement has been authorized for release by the Board of Directors.

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About the Company

Resouro is a Canadian incorporated mineral exploration and development company, listed on the ASX, TSXV, OTC and FSE, focused on the discovery and advancement of economic mineral projects in Brazil, including the Tiros Titanium-Rare Earths Project and the Novo Mundo Gold Project. The Tiros project has 28 mineral concessions totalling 497 km² located in the state of Minas Gerais, one of the best infrastructurally developed states of Brazil, 350 km from the state capital of Belo Horizonte. Resouro's Mineral Resource Estimate for the Tiros Project contains 165 million tonnes of titanium dioxide and 5.5 million tonnes of total rare earths oxides within a Measured and Indicated Resource of 1.4 billion tonnes.

DOMAIN	Category	Million Tonne	TiO ₂ %	TREO (ppm)	MREO (ppm)	REO/TREO rat
HG (High Grade)	Measured	30	24	9,300	2,500	27%
	Indicated	74	23	8,900	2,300	26%
	M + I	103	23	9,100	2,400	26%
	Inferred	33	22	8,300	2,200	26%
MG (Medium Grade)	Measured	340	11	3,700	1,000	28%
	Indicated	930	11	3,600	1,000	28%
	M + I	1,300	11	3,600	1,000	28%
	Inferred	470	11	3,400	920	27%
TOTAL (HG+MG)	Measured	367	12	4,100	1,100	28%
	Indicated	1,000	12	4,000	1,100	27%
	M + I	1,400	12	4,000	1,100	28%
	Inferred	500	12	3,700	1,000	27%

Note: Further details of the Company's JORC MRE are contained within the Company's ASX announcement of 9 April, 2025/TSX-V 8 April 2025. Resouro is not aware of any new information or data that materially affects the information included in the Company's announcement and that all material assumptions and technical parameters underpinning the estimates referred to therein continue to apply and have not materially changed.

Resouro Strategic Metals Inc., capital structure

ASX Chess Depository Interests	48,525,089
TSXV Common Stock	59,064,960
Total on Issue	107,590,049
Options issued under the Company Plan	12,495,000
Options issued to Brokers	1,843,643
Warrants issued to Brokers	600,616
Warrants	7,500,000
Performance Rights	750,000
Fully Diluted Securities	130,779,308

Forward-Looking Information

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: general economic conditions in Canada and globally; industry conditions, including governmental regulation and environmental regulation; failure to obtain industry partner and other third party consents and approvals, if and when required; the need to obtain required approvals from regulatory authorities; stock market volatility; liabilities inherent in the mining industry; competition for, among other things, skilled personnel and supplies; incorrect assessments of the value of acquisitions; geological, technical, processing and transportation problems; changes in tax laws and incentive programs; failure to realize the anticipated benefits of acquisitions and dispositions; and the other factors. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Neither the ASX, OTC, TSX Venture Exchange 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.