

TSX-V Release
21 September 2025

ASX Release
22 September 2025

Resouro Amends Terms of Private Placement

Resouro Strategic Metals Inc. (ASX: RAU; TSX-V: RSM; OTCQB: RSGOF; FSE: 8TX;) ("Resouro" or the "Company") announces that it has amended the terms of the non-brokered private placement that was previously announced on August 19, 2025. The Company now proposes to complete a non-brokered private placement of 15,000,000 units at a price of CAD\$0.20 per unit for gross proceeds of up to \$3,000,000 (the "Offering"). 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 into one Common Share at a price of \$0.30 for a three-year period from the date of issuance. The Company expects to close the Offering in one tranche by the end of September 2025. In accordance with applicable securities laws and the policies of the TSX Venture Exchange, the Company may pay finders fees to eligible and qualified persons who introduce subscribers to the Offering.

As previously announced, the Company intends to use the net proceeds of this Offering to advance the engineering program, an essential step toward the Preliminary Economic Assessment for the Company's Tiros project, as well as for general working capital purposes.

The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals including the approval of the TSX Venture Exchange. The Offering is also being conducted using the Company's placement capacity pursuant to ASX Listings Rule 7.1 and 7.1A. No Related Parties or their Associates are participating in the Offering. All of the securities to be issued under the Offering will be subject to a four-month resale restriction in accordance with applicable securities legislation.

None of the securities to be issued in the Offering have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to or for the account or benefit of U.S. persons, except in certain transactions exempt from the registration requirements of the U.S. Securities Act. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, securities of the Company in the United States.

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 at 12% titanium dioxide and 4,000 ppm of total rare earth oxides.

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.

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.