

# Daura Gold Corp. Announces Closing of Qualifying Transaction

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Vancouver, Jan. 21, 2025 - [Daura Gold Corp.](#) (TSXV: DGC) (formerly Daura Capital Corp.) (the "Company" or "Daura") is pleased to announce that it has closed its previously announced qualifying transaction involving the acquisition of Estrella Gold S.A.C. (the "Qualifying Transaction"). Subject to final acceptance by the TSX Venture Exchange (the "TSXV"), the Company will be a Tier 2 Mining issuer focused on the exploration and development of its property known as the Cochabamba Project, located in the Ancash Region of north-central Peru.

In conjunction with closing of the Qualifying Transaction, the Company:

- Completed a non-brokered private placement financing the (the "Concurrent Financing") for aggregate gross proceeds of \$1,466,623,
- Settled outstanding indebtedness of the Company of \$186,184 in a shares for debt transaction (the "Debt Settlement")
- Changed its name to "Daura Gold Corp."

Final acceptance by the TSXV of the Qualifying Transaction will occur upon issuance of the TSXV's final bulletin (the "Final Bulletin"). Subject to issuance of the Final Bulletin, trading in the Company's common shares is expected to begin on the TSXV under the Company's new name "Daura Gold Corp." under the Company's new trading symbol "DGC". Trading is expected to commence under new symbol at the opening of markets on or about January 27, 2025. Shareholders of the Company are not required to take any action with respect to the name change and are not required to exchange their existing share certificates for new certificates bearing the Company's new name.

## Qualifying Transaction

Pursuant to the terms of the share exchange agreement (the "Share Exchange Agreement") among the Company, Estrella Gold S.A.C. ("Estrella") and the Raul Ernesto Lima Osorio ("Dr. Lima"), Preeya Lakhani and Lara Exploration Ltd. (collectively, the "Estrella Shareholders"), the Company acquired all of the outstanding shares of Estrella from the Estrella Shareholders for a total consideration of 7,000,000 common shares of the Company. Estrella owns a 100% undivided interest in the mining concessions making up the Cochabamba Project, located in the Ancash Region of north-central Peru. Included in the Cochabamba Project is the Antonella Gold Project, a 900 hectare exploration concession adjacent to the San Luis gold project recently acquired by Highlander Silver Corp.

Upon completing the acquisition of Estrella, the Company changed its name to "Daura Gold Corp."

Additional details of the Qualifying Transaction and related matters are set out in the filing statement of the Company dated December 19, 2024 (the "Filing Statement"). A copy of the Filing Statement can be found on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

## Concurrent Financing and Shares for Debt Settlement

Concurrent with the completion of the Qualifying Transaction, the Company completed a non-brokered private placement of 24,443,732 units (each a "Unit") at a price of \$0.06 per Unit, for total gross proceeds of \$1,466,621 (the "Concurrent Financing"). Each Unit under the Concurrent Financing consisted of one common share of the Company and one common share purchase warrant (each a "Warrant"), with each Warrant being exercisable for one additional common share at a price of \$0.10 per share for a period of two years from the date of issuance. Net proceeds from the Concurrent Financing will be used to fund exploration of the Cochabamba Project, expenses related to the Qualifying Transaction and for general working capital purposes.

In addition to the Concurrent Financing, the Company settled a total of \$186,184 in outstanding

indebtedness of the Company (the "Debt Settlement"), including \$123,184 owed to persons acting as directors and officers of the Company upon completion of the Qualifying Transaction in consideration for 3,103,066 common shares at the Concurrent Financing price of \$0.06 per share. No Warrants were issued in connection with the Debt Settlement. The participation of such persons in the Debt Settlement is considered a "related party transaction" within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on the exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that the fair market value of the consideration in such related party transaction did not exceed 25% of the market capitalization of the Company.

Resale of the securities distributed in connection with the Concurrent Financing and the Debt Settlement are subject to a hold period of four months and one day following the closing date of the Concurrent Financing. The Concurrent Financing was not registered under the United States Securities Act of 1933, as amended, and the securities offered thereunder may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act) or persons in the United States unless registered under the U.S. Securities Act and any other applicable securities laws of the United States or an exemption from such registration requirements is available.

## Directors and Officers of the Company

Following completion of the Qualifying Transaction, Dr. Lima was appointed as a member of the Company's board of directors, and Luis Saenz was appointed as CEO and a director of the Company, with each of the Company's existing directors remaining on the board.

The following table sets out the names of the Company's directors and officers upon completion of the Qualifying Transaction, the municipalities of residence, their principal occupations during the past five years and the number of shares of the Company beneficially owned, directly or indirectly, or over which control is exercised following completion of the Qualifying Transaction.

Name, Province and Country of Residence and Position Principal Occupation for Past Five Years Common Shares Held upon Completion of Qualifying Transaction Percentage of Shares Held

Luis Saenz

Chief Executive Officer

Lima, Peru Director, BLB Advisory from September 2019 to present; Director and President of South American Operations, Bearing Lithium Corp. from September 2017 to December 2022; Director of Atico Mining Corporation from May 2014 to present; CEO and Director, Compañía Minera Quiruvilca & Ausenco from July 2015 to January 2018, Director of Business Development Latin America, Ausenco from January 2018 to January 2019. 450,350

(Direct) 1.1%

William Tsang

Chief Financial Officer and Corporate Secretary

British Columbia, Canada CFO of Nova Royalty Corp. from May 2023 to December 2023; CFO of Pampa Metals Corp. from November 2022 to present; CFO of Lara Exploration Ltd. from December 2022 to present; CFO of Atico Mining Corp. from February 2016 to July 2021; CFO of Metalla Royalty and Streaming Ltd. from May 2017 to October 2020. 100,000

(Direct) 0.2%

Mark D. Sumner

Director

Lake Oswego, Oregon, USA CEO and Director of Infin8 Holdings LLC from November 2022 - Present. Managing Director of Kiwanda Group LLC from November 2007 to present; Executive Chairman of Valor Resources Ltd. from December 2016 to November 2018. 2,894,303(1)

(Direct and Indirect) 7.0%

Duncan Quinn-Smith

Director

New York, New York, USA Founder and CEO of DQ, LLC. 400,000

(Direct) 1.0%

Christina Cepeliauskas

Director

Vancouver, BC, Canada CAO of EMX Royalty Corporation from July 2020 to present; CFO of EMX Royalty Corporation from September 2008 to June 2020; CFO of Pan Global Resources Inc. from May 2009 to August 2022; CFO of Reservoir Capital Corp. from May 2009 to May 2019. 200,000

(Direct) 0.5%

Raul Ernesto Lima Osorio

Director, promoter

Montevideo, Uruguay Board Director and COO of Bifox Limited since 2022; Director, Project Development,

Endeavor Silver Corp. 2020-2021; and Chief Operating Officer of Valor Resources Limited from March 2017 to March 2019. 4,950,000 11.9%  
Total Securities  
8,994,653 21.6%

Additional details regarding the directors and officers of the Company are set out in the Filing Statement.

### **Outstanding Share Capital and Escrow**

Upon completion of the Qualifying Transaction, the Concurrent Financing and the Debt Settlement, the Company had an aggregate of 41,601,466 common shares issued and outstanding, of which 10,244,652 common shares will be subject to Tier 2 value escrow requirements as follows:

Name of Shareholder	Securities to be Held in Escrow
Raul Ernesto Lima Osorio	4,950,000 common shares
Preeya Lakhani	1,750,000 common shares
Lara Exploration Ltd.	350,000 common shares
Mark D. Sumner	1,602,716 common shares
	91,586 common shares (1)
Luis Saenz	450,350 common shares
Seabord Services Corp.	1,050,000 common shares
Total	10,244,652 common shares

*(1) Through Adelheid Holdings LLC, an entity controlled by Mr. Sumner.*

As disclosed in the Company's Filing Statement, an additional 2,766,668 common shares are subject to CPC escrow requirements.

### **Early Warning Disclosure**

Upon closing of the Qualifying Transaction, Dr. Lima acquired 4,900,000 common shares of the Company in consideration for all of his shares of Estrella. The shares acquired by Dr. Lima represent approximately 11.9% of the Company's outstanding common shares on a non-diluted basis, and 7.5% of the Company's outstanding common shares on a fully diluted basis. Prior to closing of the Qualifying Transaction, Dr. Lima owned 50,000 common shares of the Company. Dr. Lima does not have any plans to acquire additional securities or dispose of securities of the Company. However, Dr. Lima may acquire or dispose of securities of the Company depending on market conditions, changes in plans or other relevant factors.

The foregoing disclosure is being disseminated pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting. Copies of the early warning reports with respect to the foregoing will appear on the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) and may also be obtained by contacting the Company as set forth below.

### **About Daura Gold Corp.**

Daura Gold Corp. is a mineral resource company focused on the acquisition, exploration and development of metals and mineral deposits in South America.

Daura's current exploration efforts are focused on the Cochabamba Project, a prospective gold, silver and copper property covering 10,000 hectares located in the Ancash region in north central Peru.

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

Daura Gold Corp.  
543 Granville, Suite 501  
Vancouver BC V6C 1X8  
William T.P. Tsang CFO and Secretary  
(604) 669-0660  
[btsang@seabordservices.com](mailto:btsang@seabordservices.com)

Mark D. Sumner CEO and Director  
mark@kiwandagroup.com

**Cautionary Statement Regarding Forward Looking Information:**

*Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. Daura cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Daura's control. Such factors include, among other things: future prices and the supply of gold and other precious and other metals; future demand for gold and other valuable metals; inability to raise the money necessary to incur the expenditures required to retain and advance the property; environmental liabilities (known and unknown); general business, economic, competitive, political and social uncertainties; results of exploration programs; risks of the mineral exploration industry; delays in obtaining governmental approvals; and failure to obtain necessary regulatory or shareholder approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Daura disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

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