

# Appia Announces C\$6.0 Million Bought Deal Private Placement

Toronto, Ontario--(Newsfile Corp. - October 27, 2021) - Appia Rare Earths & Uranium Corp. (CSE: API) (OTCQB: APAAF) (FSE: A0I.F) (FSE: A0I.MU) (FSE: A0I.BE) (the "Company" or "Appia") is pleased to announce that it has entered into a letter agreement (the "**Agreement**") with Red Cloud Securities Inc. ("**Red Cloud**") to act as lead underwriter and sole bookrunner on behalf of a syndicate of underwriters (collectively, the "**Underwriters**") pursuant to which the Underwriters have agreed to purchase for resale any combination of the following securities for aggregate gross proceeds of C\$6,000,000 (the "**Offering**"):

- Flow-through units of the Company (each, a "**FT Unit**") at a price of C\$0.90 per FT Unit; and
- FT Units to be sold to charitable purchasers (the "**Charity FT Units**") at a price of C\$1.00 per Charity FT Unit, subject to the minimum purchase for resale of 5,000,000 Charity FT Units for minimum gross proceeds of C\$5,000,000.

The FT Units and Charity FT Units shall collectively be referred to as the "**Offered Securities**".

Each FT Unit and Charity FT Unit will consist of one common share of the Company to be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (each, a "**FT Share**") and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each whole Warrant shall entitle the holder to purchase one Warrant Share at a price of C\$1.10 at any time on or before that date which is 24 months after the Closing Date (as herein defined).

The Company has granted to the Underwriters an option (the "**Over-Allotment Option**"), exercisable up to 48 hours prior to the closing of the Offering, to purchase for resale any combination of FT Units and Charity FT Units at their respective offering prices for additional gross proceeds of up to C\$1,000,000.

Proceeds from the sale of FT Shares will be used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act and "flow through mining expenditures" as defined in subsection 127(9) of the Income Tax Act ("**Qualifying Expenditures**"). Such proceeds will be renounced to the subscribers with an effective date not later than December 31, 2021, in the aggregate amount of not less than the total amount of gross proceeds raised from the issue of FT Shares.

The Offering is scheduled to close on or around November 17, 2021 (the "**Closing Date**" or "**Closing**") and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Canadian Securities Exchange. The FT Shares and Warrant Shares will have a hold period of four months and one day from the closing date of the Offering.

The Underwriters will receive an aggregate cash fee equal to 7% of the gross proceeds from the Offering, including in respect of any exercise of the Over-Allotment Option. In addition, the Company will grant the Underwriters, on the date of Closing, broker warrants (the "**Broker Warrants**") equal to 7% of the total number of FT Units and Charity FT Units sold under the Offering, including in respect of any exercise of the Over-Allotment Option. Each Broker Warrant will entitle the holder thereof to purchase one broker unit comprising one common share and one half of a Warrant at an exercise price equal to \$0.90 for a period of 24 months following the Closing Date.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Offered Securities, nor shall there be any sale of the Offered Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Offered Securities being offered will not be, and have not been, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, a U.S. person.

## About Appia

Appia is a Canadian publicly-listed company in the uranium and rare earth element sectors. The Company is currently focussing on delineating high-grade critical rare earth elements, gallium and uranium on the Alces Lake property, as well as exploring for high-grade uranium in the prolific Athabasca Basin on its Loranger, North Wollaston, and Eastside properties. The Company holds the surface rights to exploration for 83,706 hectares (206,842 acres) in Saskatchewan. The Company also has a 100% interest in 12,545 hectares (31,000 acres), with rare earth element and uranium deposits over five mineralized zones in the Elliot Lake Camp, Ontario.

Appia has 108.1 million common shares outstanding, 128.4 million shares fully diluted.

For more information, visit Appia's website at [www.appiaenergy.ca](http://www.appiaenergy.ca).

*Cautionary Note Regarding Forward-Looking Statements: this News Release contains forward-looking statements which are typically preceded by, followed by or including the words "believes", "expects", "anticipates", "estimates", "intends", "plans" or similar expressions. Forward-looking statements are not guarantees of future performance as they involve risks, uncertainties and assumptions. We do not intend and do not assume any obligation to update these forward-looking statements and shareholders are cautioned not to put undue reliance on such statements.*

*Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*

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