

STLLR Gold Announces C\$25.0 Million Bought Deal Financing

04.11.2024 | [Newsfile](#)

Toronto, November 4, 2024 - [STLLR Gold Inc.](#) (TSX: STLR) (OTCQX: STLRF) (FSE: O9D) ("STLLR" or the "Company") is pleased to announce that it has entered into an agreement with Paradigm Capital Inc. on behalf of a syndicate of underwriters (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, or arrange for substitute purchasers to purchase, (i) 4,793,000 units of the Company issued on a charitable flow-through basis (the "Premium FT Units") at a price of C\$1.565 per Premium FT Unit (the "Premium FT Issue Price"), (ii) 3,788,000 units of the Company issued on a flow-through basis (the "FT Units") at a price of C\$1.32 per FT Unit (the "FT Issue Price"), and (iii) 11,364,000 units of the Company (the "Hard Dollar Units" and together with the Premium FT Units and the FT Units, the "Offered Securities") at a price of C\$1.10 per Hard Dollar Unit (the "Hard Dollar Issue Price") for aggregate gross proceeds of approximately C\$25,001,605.

Each Premium FT Unit will consist of one common share of the Company that will qualify as a flow-through share (within the meaning of subsection 66(15) of the Income Tax Act (Canada) sold on a charitable flow-through basis ("Premium FT Share") and one-half of one common share purchase warrant (each whole warrant, a "Premium FT Unit Warrant"). Each Premium FT Unit Warrant underlying the Premium FT Units will also qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)).

Each FT Unit will consist of one common share of the Company that will qualify as a flow-through share (within the meaning of subsection 66(15) of the Income Tax Act (Canada) ("FT Share") and one-half of one common share purchase warrant (each whole warrant, a "FT Unit Warrant"). Each FT Unit Warrant underlying the FT Units will also qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)).

Each Hard Dollar Unit will consist of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Hard Dollar Unit Warrant") (which for greater certainty will not qualify as a "flow-through share").

Each Premium FT Unit Warrant, FT Unit Warrant and Hard Dollar Unit Warrant will entitle the holder thereof to acquire one common share of the Company (each a "Warrant Share") on a non flow-through basis at an exercise price of C\$1.54 for a period of 2 years following the closing date of the Offering. The Warrant Shares acquired upon exercise of the Warrants comprising part of the Premium FT Units and FT Units will not qualify as flow-through shares.

In addition, the Company shall grant the Underwriters an over-allotment option (the "Over-Allotment Option"), exercisable in whole or in part at any time and from time to time, up to and including the date which is 30 days after the closing of the Offering, in the sole discretion of the Underwriters, to purchase from the treasury of the Company up to an additional number of Offered Securities as is equal to 15% of the number of the Offered Securities issued pursuant to the Offering, on the same terms as set forth above, to cover over-allotments, if any, and for market stabilization purposes.

The Offered Securities will be offered by way of a short form prospectus to be filed in all of the provinces of Canada other than Quebec, and such other additional jurisdictions as agreed to by the Company and the Underwriters. Sales of the Offered Securities in the United States will be made to "qualified institutional buyers" pursuant to Rule 144A of the United States Securities Act of 1933. The Offering is expected to close on or about November 26, 2024, or such other date as agreed between the Company and the Underwriters, and is subject to certain conditions including, but not limited to, the receipt of all necessary corporate and regulatory approvals, including the approval of the Toronto Stock Exchange and the applicable securities regulatory authorities. No securities regulatory authority has either approved or disapproved of the contents of this news release.

The net proceeds from the sale of the Hard Dollar Units will be used for non flow-through eligible operating expenses and for general corporate and working capital purposes and the gross proceeds from the sale of the FT Units and Premium FT Units will be used for exploration expenditures on the Company's Tower Gold Project and Colomac Gold Project.

It is anticipated that insiders of the Company may participate in the Offering. By virtue of their participation, the Offering would constitute a "related party transaction" under applicable securities laws. The Company expects to release a material change report including details with respect to the related party transaction less than 21 days prior to the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Offering in an expeditious manner. As the related party transaction will not exceed specified limits and will constitute a distribution of securities for cash, it is expected that neither a formal valuation nor minority shareholder approval will be required in connection with the Offering.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About STLLR Gold

STLLR Gold Inc. (TSX: STLR) (OTCQX: STLRF) (FSE: O9D) is a Canadian gold development company actively advancing two cornerstone gold projects in Canada: The Tower Gold Project in the Timmins Mining Camp in Ontario and the Colomac Gold Project located north of Yellowknife, Northwest Territories. Each of these two projects has the potential for a long-life and large-scale operation and are surrounded by exploration land with favourable upside potential. STLLR's experienced management team, with a track record of successfully advancing projects and operating mines, is working towards rapidly advancing these projects.

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Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to, information with respect to the Company's exploration initiatives; the closing of the Offering; the use of proceeds; and the Toronto Stock Exchange approval. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "advancing", "working towards", "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved".

Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of STLLR to be materially different from those expressed or implied by such forward-looking information, including risks associated with the exploration, development and mining such as economic factors as they effect exploration, future commodity prices, changes in foreign exchange and interest rates, actual results of current exploration activities, government regulation, political or economic developments, the war in Ukraine and the Middle East and their effect on supply chains, environmental risks, COVID-19 and other pandemic risks, permitting timelines, capital expenditures, operating or technical difficulties in connection with development activities, employee relations, the speculative nature of gold exploration and development, including the risks of diminishing quantities of grades of reserves, contests over title to properties, and changes in project parameters as plans continue to be refined as well as those risk factors discussed in the Company's annual information form for the year ended December 31, 2023, available on www.sedarplus.ca. Although STLLR has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those

anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. STLLR does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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