

STLLR Gold Announces Closing of the C\$25.7 Million Bought Deal Financing Led by Eric Sprott

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Toronto, November 26, 2024 - [STLLR Gold Inc.](#) (TSX: STLR) (FSE: O9D) ("STLLR" or the "Company") is pleased to announce that it has closed its previously announced "bought deal" public offering (the "Offering") pursuant to a final short form prospectus dated November 19, 2024 (the "Prospectus"). Pursuant to the Offering, STLLR issued (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, (ii) 4,167,000 units of the Company issued on a flow-through basis (the "FT Units") at a price of C\$1.32 per FT Unit, and (iii) 11,518,860 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 for aggregate gross proceeds of approximately C\$25.7 million, which reflects a partial exercise of the over-allotment option. The Offering was led by Paradigm Capital Inc., and included SCP Resource Finance LP, BMO Capital Markets, Haywood Securities Inc., National Bank Financial Inc., Stifel Nicolaus Canada Inc., and Velocity Trade Holdings Ltd. (collectively, the "Underwriters").

Eric Sprott has purchased Hard Dollar Units in the Offering through 2176423 Ontario Ltd, a corporation beneficially owned by him. Certain officers and directors of the Company have purchased 186,540 Hard Dollar Units under the Offering.

Each Premium FT Unit consists of one common share of the Company that qualifies 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 also qualifies as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)).

Each FT Unit consists of one common share of the Company that qualifies 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 also qualifies as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)).

Each Hard Dollar Unit consists 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 does not qualify as a "flow-through share").

Each Premium FT Unit Warrant, FT Unit Warrant and Hard Dollar Unit Warrant entitles 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 two (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 do not qualify as flow-through shares.

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, the gross proceeds from the sale of the Premium FT Units will be used for exploration expenditures on the Company's Tower Gold Project and the gross proceeds from the sale of the FT Units will be used for exploration expenditures on the Company's Tower Gold Project and Colomac Gold Project.

The Underwriters were paid a cash commission in connection with the Offering. The Underwriters were also issued 614,365 broker warrants exercisable until November 26, 2026, at an exercise price equal to C\$1.10

per common share.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities described herein 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) (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 the Company's exploration initiatives and the use of proceeds. 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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