Euro Sun Closes Final Tranche of Private Placement Financing, Issues Debenture and Other Corporate Updates

14.02.2025 | GlobeNewswire

TORONTO, Feb. 13, 2025 - Euro Sun Mining Inc., (TSX: ESM) ("Euro Sun" or the "Company") is pleased to announce that it has closed a final tranche (the "Final Tranche") of its previously announced non-brokered private placement financing of units of the Company (the "Offering"). Pursuant to the closing of the Final Tranche, the Company issued 5,480,000 units of the Company (each a "Unit" and collectively, the "Units") at a price of C$0.05 per Unit for gross proceeds of C$274,000. Each Unit consists of one common share of the Company (each, a "Common Share") and one common share purchase warrant (each a "Warrant"). Each Warrant will entitle the holder to acquire one additional Common Share of the Company at an exercise price of C$0.05 per Common Share until two years from the issue date.

In connection with closing of the Final Tranche, the Company paid an aggregate amount of $9,100 plus applicable taxes in cash commissions and 182,000 broker warrants (the "Broker Warrants") to finders. Each Broker Warrant will entitle the holder thereof to purchase one Common Share at a price of $0.05 for a period of 24 months from the date of the closing of the Final Tranche.

Euro Sun intends to use the proceeds of the Offering for the advancement of its Rovina Valley Project and for general corporate purposes.

The securities issued under the Final Tranche are subject to a hold period that expires four months plus one day from the date of issuance.

$350,000 Debenture

The Company is pleased to announce that it has issued a debenture (the "Debenture") with a holding company of a director of the Company (the "Lender") providing for a principal amount of $350,000 (the "Principal Amount") and maturing on December 19, 2025. The Debenture is non-interest bearing and is secured against all of the assets and property of the Company pursuant to a general security agreement (the "GSA" and together with the Debenture, the "Transaction Documents").

Euro Sun intends to use the Principal Amount for funding annual mining license fees for the Rovina Valley Project and for working capital costs in Canada and Romania.

The entering into of the Transaction Documents and the transactions thereunder constitutes a "related party transaction" within the meaning Multilateral Instrument 61?101 ?Protection of Minority Security Holders in Special Transactions ("MI 61?101"). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61?101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61?101 in respect of the Transaction Documents as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101). Further details will be included in a material change report to be filed by the Company. The material change report will not be filed more than 21 days prior to closing of the placement due to the timing of the announcement of the Transaction Documents.

Corporate Update

The Company also announces the resignation of Mr. Choi as the Corporate Secretary of the Company.

Management and the Board of Directors of the Company thanks Mr. Choi for his tireless contributions to the Company during his tenure.

About Euro Sun Mining Inc.

Euro Sun Mining is a publicly listed development-stage mining company focused on unlocking value through the responsible development of the Rovina Valley Project, one of Europe's largest copper gold projects.

Further information:

For further information about Euro Sun Mining, or the contents of this press release, please contact Investor Relations at info@eurosunmining.com

Caution regarding forward-looking information:

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the closing of the Final Tranche, the Transaction Documents and appointment of officers of the Company. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including risks inherent in the mining industry and risks described in the public disclosure of the Company which is available under the profile of the Company on SEDAR+ at www.sedarplus.ca and on the Company's website at www.eurosunmining.com*. Although the Company 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 statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*

The TSX does not accept responsibility for the adequacy or accuracy of this news release.

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. 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, or for the account or benefit of U.S. persons (as defined in Regulation S under the 1933 Act) absent such registration or an applicable exemption from such registration requirements.