

Vior Announces Closing Of C\$39 Million Private Placement

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MONTREAL, Feb. 27, 2025 - [Vior Inc.](#) ("Vior" or the "Corporation") (TSXV: VIO) (FRA: VL51) is pleased to announce that it has closed its previously announced "best efforts" private placement (the "Offering"), led by Stifel Nicolaus Canada Inc. and Desjardins Capital Markets (the "Co-Lead Agents"), as co-lead agents and joint bookrunners, together with Raymond James Ltd. (together with the Co-Lead Agents, the "Agents"). Pursuant to the Offering, the Corporation issued (i) 120,028,887 units of the Corporation (the "Hard Units") at an issue price of C\$0.20 per Hard Unit and (ii) 42,857,143 charity flow-through units of the Corporation (the "FT Units") at an issue price of C\$0.35 per FT Unit, for aggregate gross proceeds of C\$39,005,777.

Each Hard Unit is comprised of one common share of the Corporation (each, a "Share") and one common share purchase warrant of the Corporation (each, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Share at an exercise price of C\$0.28 per Share for a period of 24 months following the closing date of the Offering (the "Closing Date"). Each FT Unit consists of one Share and one Warrant, each of which qualifies as a "flow-through share" within the meaning of Subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and Section 359.1 of the Taxation Act (Québec) (the "QTA").

The gross proceeds from the sale of FT Units will be used by the Corporation to incur expenses described in paragraph (f) of the definition of "Canadian exploration expense" ("CEE") in subsection 66.1(6) of the Tax Act and paragraph (c) of the definition of CEE in section 395 of the QTA, and will be renounced (on a pro rata basis) in favour of the relevant purchaser for both federal and Québec tax purposes no later than December 31, 2025, pursuant to the terms of the subscription agreement entered into between the Corporation and each purchaser of FT Units. Such expenses will also qualify as "flow-through mining expenditures" as defined in subsection 127(9) of the Tax Act for the purposes of the federal tax credit described in paragraph (a.2) of the definition of "investment tax credit" in subsection 127(9) of the Tax Act.

For purchasers of FT Units residing in the Province of Québec, 10% of the amount of the CEE will be eligible for inclusion in the deductible "exploration base relating to certain Québec exploration expenses" and 10% of the amount of the CEE will be eligible for inclusion in the deductible "exploration base relating to certain Québec surface mining exploration expenses" (as such terms are defined in sections 726.4.10 and 726.4.17.2 of the QTA, respectively, for the purposes of the deductions described in section 726.4.9 and 726.4.17.1 of the QTA), giving rise to an additional 20% deduction for Québec tax purposes.

The Corporation will use the net proceeds of the Offering to advance its flagship Belleterre Gold Project as well as other exploration projects, and for working capital and general corporate purposes.

Vior's President, CEO and Director, Mathieu Savard, commented: "This financing marks a pivotal moment in Vior's history, as it provides our new Management team and Board the capacity to execute on our strategic and accelerated growth plans. As part of this overall strategy, we will expedite drilling at our high-grade Belleterre Gold Project, focusing on the 6-km long Belleterre Mine Trend and on multiple high-priority regional gold targets."

In consideration for the services rendered in connection with the Offering, the Agents received an aggregate cash commission of C\$1,563,189. All securities issued pursuant to the Offering are subject to a statutory hold period of four months and one day in accordance with applicable Canadian securities laws ending on June 28, 2025. The Offering remains subject to the final approval of the TSX Venture Exchange (the "Exchange").

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

MI 61-101 Disclosure

Certain related parties of the Corporation (each, a "Related Party" and collectively, the "Related Parties") have subscribed for Hard Units under the Offering (each, a "Related Party Subscription" and collectively, the "Related Party Subscriptions") : (i) André Le Bel, Director of the Corporation, acquired 150,000 Hard Units, comprised of 150,000 Shares and 150,000 Warrants; (ii) Mark Fedosiewich, Chairman of the Board of Directors of the Corporation, acquired 250,000 Hard Units, comprised of 250,000 Shares and 250,000 Warrants; (iii) Charles Olivier-Tarte, Director of the Corporation, acquired 47,500 Hard Units, comprised of 47,500 Shares and 47,500 Warrants; (iv) Mathieu Savard, President, CEO and Director of the Corporation, acquired 500,000 Hard Units, comprised of 500,000 Shares and 500,000 Warrants; (v) IM Capital Inc., a holding company wholly-owned by Ingrid Martin, CFO of the Corporation, acquired 125,000 Hard Units, comprised of 125,000 Shares and 125,000 Warrants; (vi) Pascal Simard, Vice-President Exploration of the Corporation, acquired 250,000 Hard Units, comprised of 250,000 Shares and 250,000 Warrants; (vii) Donald Njegovan, Director of the Corporation, acquired 125,000 Hard Units, comprised of 125,000 Shares and 125,000 Warrants; (viii) Shayaan Belluzzo, Corporate Secretary of the Corporation, acquired 50,000 Hard Units, comprised of 50,000 Shares and 50,000 Warrants; and (ix) Windfall Mining Group Inc., an insider of the Corporation, acquired 29,933,530 Hard Units, comprised of 29,933,530 Shares and 29,933,530 Warrants, bringing its total holdings to 82,971,574 Shares and 48,133,530 Warrants, representing approximately 19.96% of the issued and outstanding Shares on a non-diluted basis and 28.27% of the issued and outstanding Shares on a partially-diluted basis. In total, the Related Parties have acquired an aggregate of 31,431,030 Hard Units under the Offering.

Each Related Party Subscription is considered to be a "related party transaction" of the Corporation for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In completing the Related Party Subscriptions, the Corporation relied upon exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. Specifically, the Corporation is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Subsection 5.5 (b) of MI 61-101 insofar as no securities of the Corporation are listed or quoted for trading on prescribed stock exchanges or stock markets.

Additionally, the Corporation is exempt from the minority approval requirement in Section 5.6 of MI 61- 101 for the Related Party Subscriptions (being an aggregate of 31,431,030 Hard Units for aggregate gross proceeds of C\$6,286,206) in reliance on Subsection 5.7(1)(a) of MI 61-101 as the fair market value of such Related Party Subscriptions, insofar as they involve interested parties, is not more than the 25% of the Corporation's market capitalization.

The Corporation did not file a material change report more than 21 days before the expected closing date of the Offering as the details of the Related Party Subscriptions were not settled until shortly prior to the closing of the Offering, and the Corporation wished to close the Offering on an expedited basis for sound business reasons.

About Vior Inc.

Vior is a junior mineral exploration corporation based in the province of Québec, Canada, whose corporate strategy is to generate, explore, and develop high-quality mineral projects in the proven and favourable mining jurisdiction of Québec. Through the years, Vior's management and technical teams have demonstrated their ability to discover several gold deposits and many high-quality mineral projects. Vior is rapidly advancing its flagship Belleterre Gold Project which is a promising district-scale project that includes Québec's past-producing high-grade Belleterre gold mine.

Forward-Looking Information

The information contained herein contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Corporation expects or anticipates will or may occur in the future, including, without limitation, statements with respect to: the use of proceeds from the Offering;

the receipt of all necessary regulatory and other approvals of the Offering, including approval of the Exchange; the expected incurrence by the Corporation of eligible Canadian exploration expenses that will qualify as flow-through mining expenditures; and the renunciation by the Corporation of the Canadian exploration expenses (on a pro rata basis) to each subscriber of FT Units by no later than December 31, 2025. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof 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" or the negative connotation thereof.

Such forward-looking information and statements are based on numerous assumptions, including among others, that the results of planned exploration activities are as anticipated, the price of gold, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Corporation's planned exploration activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Corporation in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual events or results in future periods to differ materially from any projections of future events or results expressed or implied by such forward-looking information or statements, including, among others: negative operating cash flow and dependence on third party financing, uncertainty of additional financing, no known mineral reserves, the limited operating history of the Corporation, the influence of a large shareholder, aboriginal title and consultation issues, reliance on key management and other personnel, actual results of exploration activities being different than anticipated, changes in exploration programs based upon results, availability of third party contractors, availability of equipment and supplies, failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry, environmental risks, changes in laws and regulations, community relations and delays in obtaining governmental or other approvals and the risk factors with respect to the Corporation set out in the Corporation's filings with the Canadian securities regulators and available under Vior's profile on SEDAR+ at www.sedarplus.ca.

Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by 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 forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Corporation undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

Contact:

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<https://www.rohstoff-welt.de/news/684108--Vior-Announces-Closing-Of-C39-Million-Private-Placement.html>

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