

Centenario Gold Corp. Announces Non-Brokered Private Placement

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[Centenario Gold Corp.](#) (TSXV:CTG) ("Centenario" or the "Company") announces a non-brokered private placement of up to 10,000,000 units (the "Units") at a price of \$0.02 per Unit for gross proceeds of up to \$200,000 (the "Offering"). Each unit will consist of one common share and one non-transferable common share purchase warrant ("Warrant"), with each Warrant being exercisable to purchase one common share at a price of \$0.06 cents for 24 months from the date of issuance.

The Offering is expected to close on or about May 15th, 2025.

The Company may pay finders' fees to eligible finders, in accordance with applicable securities laws and the policies of the TSX Venture Exchange (the "TSX-V"). The Offering is subject to the approval of the TSX-V, and all securities issued under the Offering will be subject to a statutory hold period expiring four months and one day from the date of closing of the Offering.

The Company intends to use the net proceeds of the Offering for exploration and evaluation of potential new resource projects and general and administrative expenses, which may include funds for marketing and investor relations.

Certain directors and officers of the Company may acquire securities under the Offering. Any such participation will be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The Company expects that the Offering will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the Company is listed on the TSX-V and neither the expected fair market value of securities being issued to related parties nor the consideration being paid by related parties would exceed 25% of the Company's market capitalization.

Closing of the Offering is subject to TSX-V acceptance.

The Existing Shareholder Exemption

The Offering is also made available to registered shareholders of the Company who, as of the close of business on April 15th, 2025, hold common shares of the Company pursuant to the prospectus exemption set out in British Columbia Instrument 45-534, Exemption from Prospectus Requirement for Certain Trades to Existing Security Holders. The existing shareholder exemption limits a shareholder to a maximum investment of \$15,000 in a 12-month period unless the shareholder has obtained advice regarding the suitability of the investment and, if the shareholder is resident in a jurisdiction of Canada, that advice has been obtained from a person who is registered as an investment dealer in the jurisdiction.

About Centenario Gold Corp.:

Centenario Gold Corp. is a mineral resource exploration company that was formed to focus on exploring and generating high quality mineral prospects. During 2020, the exploration team of Centenario visited and evaluated more than 12 mineral prospects before finding the Eden gold silver property located at the boundary between Durango and Sinaloa states, of Mexico, in the Cosala Mining District which hosts Prime Mining's Los Reyes Project.

The Company is also currently looking at other potential prospects in both Mexico and Canada.

On behalf of the Board of Directors,

Doug Fulcher

President, CEO, Director

Further information on the Centenario Gold and the Eden Property can be found on our website at www.centenariogold.com along with the NI43-101 compliant Technical Report filed on SEDAR+.

For further information, please call:

Doug Fulcher 604-803-5901

Alain Charest 011-52-618-299-9885

www.centenariogold.com

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release. Statements in this press release, other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, may include forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.

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 "1933 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.

Caution Regarding Forward Looking Statements:

Certain information included in this press release constitute "forward-looking statements". Such forward-looking statements include, without limitation, statements regarding the Offering. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, are subject to risks and uncertainties, and actual results or realities may differ materially from those in the forward-looking statements. Such material risks and uncertainties include, but are not limited to: the equipment leaseback arrangement or the Offering not proceeding as planned; the proceeds of the Offering being used other than as described herein; competition within the industry; actual results of current exploration activities; environmental risks; changes in project parameters as plans continue to be refined; future price of commodities; failure of equipment or processes to operate as anticipated; accidents, and other risks of the mining industry; delays in obtaining approvals or financing; risks related to indebtedness and the service of such indebtedness; as well as those factors, risks and uncertainties identified and reported in the Company's public filings under its SEDAR+ profile at www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements. 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. The forward-looking statements contained herein are made as at the date hereof and the Company does not undertake any obligation to update publicly or revise any such forward-looking statements or any forward-looking statements contained in any other documents whether as a result of new information, future events or otherwise, except as required under applicable security law.

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