

Super Copper Corp. Closes Non-Brokered Private Placement with Apeiron Investment Group

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[Super Copper Corp.](#) (CSE: CUPR) (OTCQB: CUPPF) (FSE: N60) ("Super Copper" or the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement of units (the "Units"), raising gross proceeds of \$1,000,000 (the "Offering").

Under the Offering, the Company issued 4,000,000 Units at a price of \$0.25 per Unit to Apeiron Investment Group Limited ("Apeiron"), a leading global investment firm founded by entrepreneur and investor Christian Angermayer. Each Unit is comprised of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional common share at a price of \$0.30 per common share until May 29, 2028.

In exchange for Apeiron providing advisory services to the Company, the Company agreed to grant Apeiron an aggregate of 4,000,000 restricted share units ("RSUs") under its equity incentive plan (the "Plan"), of which 3,000,000 RSUs were granted on closing of the Offering and 1,000,000 RSUs will be granted as soon as permitted under the terms of the Plan. To facilitate the granting of the RSUs, an aggregate of 1,200,000 outstanding options were cancelled.

Following closing of the Offering and grant of the RSUs, Apeiron holds approximately 10.99% of the issued and outstanding common shares of the Company on an undiluted basis. The Warrants and the RSUs are subject to a restriction on exercise or conversion that prohibits Apeiron from exercising the Warrants or converting the RSUs if the number of common shares to be issued pursuant to such exercise or conversion would exceed, when aggregated with all other common shares of the Company owned by Apeiron, 19.9% of all of the common shares issued and outstanding at such time, unless the Company has obtained shareholder approval for the creation of a new 'control person', in accordance with the policies of the Canadian Securities Exchange. In addition if any of the RSUs have not been settled by the date that is three years following the date of grant, and the Company has not obtained shareholder approval for the creation of Apeiron as a new "control person" and if settlement of the RSUs in common shares would violate the foregoing restriction, then the Company has agreed to settle such RSUs by paying Apeiron cash equal to the fair market value of the common shares underlying such RSUs.

In connection with the Offering, the Company's CEO, Zachary Dolesky and all other directors of the Company entered into voluntary lock-up agreements covering an aggregate of 5,817,360 common shares. Mr. Dolesky has agreed to lock up 5,317,360 common shares for so long as Apeiron maintains a minimum ownership stake of 10.0% in the Company (on a partially diluted basis). Additionally, subject to Apeiron maintaining a minimum ownership stake of 10.0% in the Company (on a partially diluted basis), the other directors of the Company have agreed to lock up an additional 500,000 common shares for a term of 18 months.

Concurrently with the closing of the Offering, Apeiron and the Company entered into an investor rights agreement, that provides, among other things, Apeiron with certain rights in the event it maintains a minimum ownership stake of 10.0% in the Company (on a partially diluted basis), including: (i) the right to participate in equity financings; (ii) top-up rights in the event of dilutive issuances; and (iii) the right to nominate one person to the Company's board of directors.

The proceeds raised from the Offering are expected to be used to accelerate the advancement of Super Copper's flagship Cordillera Cobre project in Chile and support broader business expansion initiatives, including targeted acquisitions and for general working capital purposes including marketing and investor relations.

The securities underlying the Units and RSUs are subject to a four month hold period, expiring on September

30, 2025 in accordance with applicable Canadian securities laws.

Early Warning Disclosure

Pursuant to the Offering, on May 29, 2025, Apeiron acquired 4,000,000 Units, at a price of \$0.25 per Unit, for total consideration of \$1,000,000, as well as 3,000,000 RSUs.

Prior to the completion of the Offering, Apeiron did not hold any securities of the Company. Following the completion of the Offering, Apeiron holds 4,000,000 common shares, 4,000,000 Warrants, and 3,000,000 RSUs, representing approximately 10.99% of the Company's issued and outstanding common shares, on an undiluted basis, or approximately 25.35% of the Company's issued and outstanding common shares, on a partially diluted basis, subject, however, to Apeiron being precluded from exercising Warrants or converting RSUs that would result in Apeiron holding more than 19.9% of the then issued and outstanding common shares of the Company, without the Company first obtaining shareholder approval for the creation of a new 'control person', in accordance with the policies of the Canadian Securities Exchange.

Apeiron acquired the securities of the Company for investment purposes. Apeiron may, depending on market and other conditions, increase or decrease its ownership of the Company's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

The disclosure respecting Apeiron's shareholdings contained in this press release is made pursuant to Multilateral Instrument 62-104 Take-Over Bids and Issuer Bids and a report respecting the above acquisition will be filed with the applicable securities commissions using the System of Electronic Document Analysis and Retrieval (SEDAR+) website at www.sedarplus.com. Apeiron's registered office is located at 66 & 67, Beatrice, Amery Street, Sliema SLM1707, Malta.

About Apeiron Investment Group

Apeiron Investment Group is a discretionary investment firm founded and owned by serial entrepreneur Christian Angermayer. At its core, Apeiron is driven by a bold optimism for a future where technology empowers people to live longer, healthier, and more fulfilling lives. Apeiron prides itself on being a hands-on, reliable and long-term partner - committed to supporting founders and emerging asset managers in pushing the boundaries of imagination and shaping the future we aspire to live in.

With teams across New York, London, Berlin, Abu Dhabi, and Malta, Apeiron applies a global multi-strategy investment approach, with a primary focus on the US. Apeiron's efforts span direct investments in innovative companies, as well as anchor LP investments combined with minority GP stakes in emerging asset managers. Asset managers Apeiron has stakes in currently manage approximately \$5 billion in external capital.

Through its proprietary balance sheet, Apeiron's direct investment approach encompasses the entire company lifecycle-from incubating and accelerating breakthrough ideas to scaling growth-stage businesses as well as making impactful investments in listed companies.

About Super Copper Corp.

Super Copper is a mining exploration company focused on the acquisition, exploration and development of copper and precious metal projects. It is currently developing its joint venture in a prospective Chilean copper property located within the copper-rich Venado Formation in the province of Atacama, Northern Chile, a region with world-class infrastructure and the presence of global majors. | www.supercopper.com

The Canadian Securities Exchange has not reviewed this press release and 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 nor shall there be any

sale of any of the Company's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The Company's 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 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.

Forward-Looking Statements

This press release contains forward-looking statements regarding future events and the future performance of Super Copper Corp. Forward-looking statements include, but are not limited to: the use of proceeds from the Offering; the grant of 1,000,000 RSUs to Apeiron and the terms thereof;; and Apeiron exercising any of its investor rights under the investor rights agreement with the Company.

Forward-looking statements reflect management's beliefs, expectations, and estimates as of the date of this news release. These statements are subject to various risks and uncertainties that could cause actual results to differ materially from those expressed or implied, including, but not limited to: exploration results not meeting expectations; geological interpretations proving incorrect; difficulties in obtaining permits or financing for further exploration; changes in commodity prices and market conditions; and general economic and regulatory factors affecting the mining industry.

The words "anticipate," "believe," "expect," "intend," "estimate," "plan," "may," "will," "should," "potential," and similar expressions are intended to identify forward-looking statements. Although Super Copper believes that the expectations and assumptions reflected in these statements are reasonable, no assurance can be given that actual results will be consistent with these forward-looking statements.

Except as required by applicable law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Investors should carefully review the risks and uncertainties described in the Company's public filings before making investment decisions.

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