

Hawthorn Resources Corp. Announces Closing of C\$4 Million Subscription Receipt Financing

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[Hawthorn Resources Corp.](#) (CSE: HWTN) ("Hawthorn" or the "Company") is pleased to announce that it has closed its previously announced subscription receipt (the "Subscription Receipts") offering (the "Offering").

Under the Offering, the Company issued an aggregate of 14,807,315 Subscription Receipts at a price of \$0.27 per Subscription Receipt for aggregate proceeds of \$3,997,975.05 (the "Subscription Proceeds").

Each Subscription Receipt, upon the satisfaction of certain conditions (the "Escrow Release Conditions") related to the Company's previously announced proposed acquisition of Stampede Metals Corporation (the "Acquisition") on or before the escrow release deadline of July 31, 2025 or such later date as the escrow agent and the Company agree (the "Escrow Release Deadline"), will be automatically converted, without payment of any additional consideration and without any further action on the part of the holder thereof, into a unit (a "Unit"), comprised of one post 1:0.75 consolidation (the "Consolidation") common share of the Company and one-half of one share purchase warrant. Each whole warrant will be exercisable to acquire a post-Consolidation common share at a price of \$0.40 per share until December 23, 2026, subject to acceleration in the event that the post-Consolidated common shares of the Company trade at or above \$0.60 for ten consecutive trading days. If the Escrow Release Conditions are not met by the Escrow Release Deadline, the aggregate Subscription Proceeds will be returned to subscribers without deduction.

President Ralph Shearing, P.Geol. of Hawthorn Resources, commented: "With nearly \$4 million in financing received, upon completion of our acquisition of the Prince Silver Project, Hawthorn is fully funded to execute on our 2025 exploration priorities. We're excited to advance the Prince Silver Project - a near-surface CRD deposit with historic production, strong silver-gold-zinc-manganese mineralization identified in over 129 historic drill holes with excellent exploration expansion potential.

In connection with the Offering, upon conversion of the Subscription Receipts into the underlying Units, the Company will pay finders fees of \$98,309.98 to eligible registrants assisting in the Offering and issue an aggregate of 420,111 broker warrants (each, a "Broker Warrant"), with each Broker Warrant entitling the holder to acquire one post-Consolidated common share of the Company at a price of \$0.40 per share for until December 23, 2026.

All securities issued under Acquisition and in the Offering will have a hold period of four months and one day pursuant to applicable securities laws and CSE policy. In accordance with CSE policies, the Company has obtained written shareholder approval for the issuance of the aggregate post-Consolidated common shares to be issued pursuant to the Acquisition and the Offering.

Completion of the proposed Acquisition is subject to a number of conditions, including, but not limited to, completion of the concurrent financing, satisfaction by the parties of all applicable filing requirements pursuant to the policies of the Canadian Securities Exchange (the "CSE"), and acceptance and receipt of all applicable regulatory, corporate and shareholder approvals.

About Hawthorn Resources Corp.

Hawthorn is a silver exploration company focused on advancing the Prince Silver Project in Nevada, USA. Mineralization is open in all directions and is near surface. Hawthorn also holds option interest in Broken Handle Project, an early-stage mineral exploration project located southern British Columbia, Canada.

For further information, please refer to the Company's disclosure record on SEDAR+ (www.sedarplus.ca).

On Behalf of the Board of Directors,

Ralph Shearing, Director, President
Tel: 604-764-0965
Email: info@hawthornresources.ca

Forward-Looking Information

Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Some of the specific forward-looking information in this news release includes, but is not limited to, statements with respect to: completion of the Acquisition and related transactions, completion of the Initial Private Placement, appointments of directors and officers of the Company and regulatory and corporate approvals. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, dependence on key personnel, and compliance with property option agreements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, failure to obtain regulatory or corporate approvals, exploration results, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any 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 U.S. Persons (as defined under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The CSE has neither approved nor disapproved the contents of this press release and the CSE does not accept responsibility for the adequacy or accuracy of this release.

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