

Carcetti Capital Corp. Announces Closing of Upsized Non-brokered Private Placement for Gross Proceeds of \$2,100,000 and Grant of Options

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[Carcetti Capital Corp.](#) ("Carcetti" or the "Company") (TSXV:CART.H) (NEX:CART.H), announced today that it has closed its previously announced upsized non-brokered private placement (the "Private Placement") of 6,000,000 common shares of the Company ("Shares") at a price of \$0.35 per Share for aggregate gross proceeds of \$2,100,000. The Company also announces the grant of stock options to certain directors, officers and consultants of the Company to acquire, in aggregate, 2,445,000 Shares.

The Shares issued under the Private Placement were offered pursuant to applicable exemptions from the prospectus requirements under applicable securities laws and are subject to a hold period (the "Hold Period") which will expire four months and one day from the date of issuance, such date being December 8, 2025. In addition to the preceding Hold Period, subscribers under the Private Placement entered into lock-up agreements (the "Lock-Up Agreements") with the Company whereby subscribers will be restricted from transferring or otherwise disposing of their Shares for a period of six months (the "Lock-Up") from the closing date of the Private Placement, such date being [February 7], 2026. The Lock-Up will run concurrently with the Hold Period.

In addition, pursuant to the Lock-Up Agreements, if the Company publicly announces a proposed acquisition of an asset or business for aggregate consideration of at least \$10,000,000, the subscribers of the Private Placement will be subject to an additional lock-up for a period ending on the earlier of (i) nine months following such announcement, and (ii) completion of such acquisition.

Jonathan Awde, a director and insider (as such term is defined in applicable securities laws) of the Company, is a related party as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), and therefore, the Private Placement is a related party transaction under MI 61-101. The Private Placement is exempt from the formal valuation requirement of MI 61-101 because the Company is not listed on specified markets and is exempt from the minority shareholder approval requirement of MI 61-101 because the Private Placement does not have a fair market value of more than \$2,500,000. The Company did not file a material change report more than 21 days before the expected closing date of the Private Placement as the details of the Private Placement and the insider participation thereof were not settled until shortly prior to the closing of the Private Placement, and the Company wished to close the Private Placement on an expedited basis for sound business reasons.

The Company intends to use the proceeds of the Private Placement to advance its continued search and assessment of an appropriate asset or assets to acquire and for general and administration expenses. There is no finders' fee, commission or bonus payable in connection with the Private Placement.

The Private Placement is subject to the final approval of the TSXV.

The Company announces that it has granted options (the "Options") to certain directors, officers and consultants of the Company (the "Recipients") to acquire, in aggregate, 2,445,000 Shares pursuant to the Company's stock option plan. In each case, 50% of the Options granted to the Recipients vest immediately and 50% vest on the date that is one year from the date hereof. The Options expire on the date that is five years from the date hereof, such date being August 8, 2030 and have an exercise price of \$0.35 per Share. Following the closing of the Private Placement, a total of 2,566,905 options are issuable under the Company's stock option plan and following the grant of the Options, a total of 2,535,000 Options are outstanding.

On behalf of the Board of Directors,

Glenn Kumoi, President & CEO and Director of Carcetti

For further information contact Glenn Kumoi President & CEO of Carcetti at gkumoi@shaw.ca.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward-Looking Information

This press release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements in the press release include but are not limited to: receipt of final approval of the TSXV; identification, announcement or closing of an asset or business by the Company; and the intended use of proceeds from the Private Placement.

Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company cannot assure that actual results will be consistent with these forward-looking statements. They are made as of the date hereof and are subject to change and the Company assumes no obligation to revise or update them to reflect new circumstances, except as required by law. Prospective investors should not place undue reliance on forward looking statements. These factors include the inherent risks involved in the resource industry. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SOURCE: Carcetti Capital Corp.

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