

Graphano Announces Private Placement

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Vancouver, August 15, 2025 - [Graphano Energy Ltd.](#) (TSXV: GEL) (FSE: 97G0) ("Graphano" or the "Company") announces that it is undertaking a non-brokered private placement financing (the "Private Placement") consisting of up to 2,000,000 units (the "Units") of the Company at an issue price of \$0.15 per Unit to raise gross proceeds of up to \$300,000. Each Unit will consist of one common share of the Company (each, a "Share") and one common share purchase warrant (each, a "Warrant"), whereby each Warrant will entitle the holder thereof to acquire one additional Share at an exercise price of \$0.25 for a period of 36 months from the date of issuance.

The closing of the Private Placement is anticipated to occur on or about August 29, 2025, subject to the satisfaction of certain conditions, including, but not limited to, the receipt of all necessary regulatory approvals, including acceptance of the TSX Venture Exchange. The Company intends to use the proceeds from the Private Placement to advance exploration activities, including a planned drill program on the Company's Black Pearl project and bulk sampling and prospecting in unexplored zones of the Company's Lac Aux Bouleaux and Standard projects.

The Units will be offered for sale to purchasers pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 Prospectus Exemptions (the "Listed Issuer Financing Exemption"), in each of the Provinces of Canada (except Quebec and New Brunswick) and other qualifying jurisdictions. The securities issued and sold pursuant to the Listed Issuer Financing Exemption will not be subject to a 'hold period' pursuant to applicable Canadian securities laws.

In connection with the Private Placement, the Company may pay finder's fees in cash of up to 6.0% of the aggregate gross proceeds of the Offering.

There is an offering document dated August 15, 2025, related to the Private Placement that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://graphano.com/>. Prospective investors should read this offering document before making an investment decision.

The securities described herein 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 except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to available exemptions therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States.

Share Split

The Company also announces it will not be proceeding with the forward split of the Company's Shares on the basis of one (1) Share currently outstanding being split into five (5) Shares as was previously announced on August 1, 2025.

About Graphano Energy

Graphano Energy Ltd. is an exploration and development company that is focused on evaluating, acquiring, and developing energy metals resources from exploration to production.

Graphite is one of the most in-demand technology minerals that is required for a green and sustainable world. The Company's Lac Aux Bouleaux property, situated adjacent to Canada's only producing graphite mine, in Quebec, Canada, has historically been an active area for natural graphite. With the demand for

graphite growing in some of the most prominent and cutting-edge industries, such as lithium batteries in electric cars and other energy storage technologies, the Company is developing its projects to meet the demands of the future.

ON BEHALF OF THE BOARD OF DIRECTORS

Luisa Moreno
Chief Executive Officer and Director
E: info@graphano.com

Neither 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 Note Regarding Forward-Looking Statements:

This news release contains certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact, included herein, without limitation, are forward-looking statements. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this news release relate to, among other things, statements regarding the completion, size, terms and timing of the Company's proposed Private Placement under the Listed Issuer Financing Exemption, the intended use of proceeds of the Private Placement, and the receipt of all necessary approvals, including the acceptance of the TSX Venture Exchange. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by Graphano, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the risk that the Private Placement may not be completed as currently proposed or at all, that the Company may not receive all necessary regulatory approvals, including TSX Venture Exchange acceptance, that the Company may not be able to secure sufficient subscriptions under the Private Placement, and that the use of proceeds of the Private Placement may differ from those stated. These risks, as well as others, are disclosed within the Company's filings on SEDAR+ at www.sedarplus.ca, the Canadian Securities Administrators' national system that all market participants use for filings and disclosure, which investors are encouraged to review prior to any transaction involving the securities of the Company. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these items. Graphano does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by applicable securities laws.

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