

Mabel Ventures Closes Private Placement

26.08.2025 | [Newsfile](#)

Vancouver, August 25, 2025 - [Mabel Ventures Inc.](#) (CSE: MBL) ("Mabel" or the "Company") is pleased to announce it has closed its non-brokered private placement (the "Offering") for gross proceeds of \$1,050,000.

In connection with closing of the Offering, the Company issued 17,000,000 non-flow-through units (each, an "NFT Unit"), at a price of \$0.05 per NFT Unit, for gross proceeds of \$850,000, and 4,000,000 flow-through units (each, an "FT Unit"), at a price of \$0.05 per FT Unit, for gross proceeds of \$200,000. Each NFT Unit consists of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each FT Unit consists of one common share of the Company, issued as a flow-through share within the meaning of the Income Tax Act (Canada), and one Warrant. Each whole Warrant entitles the holder to purchase one common share of the Company at a price of \$0.06 at any time on or before August 25, 2028. All securities issued in connection with the Offering are subject to restrictions on resale until December 26, 2025, in accordance with applicable securities laws.

The Company intends to utilize the proceeds from the Offering to complete its previously announced acquisition of interests in the Red Cliff Property and the Premier East Property from [Decade Resources Ltd.](#) (TSXV: DEC), to continue exploration work at its existing Bonanza Gold Property, to advance new exploration work at the Red Cliff Property following completion of the acquisition and for general working capital purposes.

The gross proceeds from sale of the FT Shares will be used to incur eligible Canadian Exploration Expenses (within the meaning of the Tax Act). All qualifying expenditures will be renounced in favour of the subscribers of the FT Shares with an effective date not later than December 31, 2026.

An officer of the Company participated in the Offering in the amount of 50,000 NFT Units. Participation in the Offering by an insider of the Company constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The issuance of securities to insiders of the Company is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101, in that the fair market value of the consideration of the securities issued to the insiders of the Company does not exceed twenty-five percent of the Company's market capitalization.

Mr. Robert McLeod purchased 2,430,000 NFT Units and 1,000,000 FT Units of the Company in the Offering. Prior to the acquisition, Robert McLeod directly owned 6,136,250 common shares of the Company, representing approximately 14.43% of the outstanding common shares of the Company. Following the acquisition of the NFT Units and FT Units, Robert McLeod now directly owns 9,566,250 common shares of the Company, representing approximately 15.06% of the outstanding common shares of the Company, and a further 3,430,000 Warrants. Assuming exercise of just the Warrants held by Robert McLeod, he would have ownership, control and direction over 12,996,250 common shares of the Company representing 19.41% of the then outstanding common shares of the Company.

Mr. Robert Giustra purchased 2,000,000 NFT Units and 1,000,000 FT Units of the Company in the Offering. Prior to the acquisition, Robert Giustra directly owned 4,000,000 common shares of the Company, representing approximately 9.41% of the outstanding common shares of the Company. Following the acquisition of the NFT Units and FT Units, Robert Giustra now directly owns 7,000,000 common shares of the Company, representing approximately 11.02% of the outstanding common shares of the Company, and a further 3,000,000 Warrants. Assuming exercise of just the Warrants held by Robert Giustra, he would have ownership, control and direction over 10,000,000 common shares of the Company representing 15.04% of the then outstanding common shares of the Company.

The Company is advised that Robert McLeod and Robert Giustra have acquired these securities for

investment purposes and have no present intention to acquire further securities of the Company, although may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant.

Robert McLeod and Robert Giustra have filed early warning reports in connection with their respective acquisitions pursuant to National Instrument 62-103 (Early Warning Report), copies of which can be obtained from the Company's profile on SEDAR+ at www.sedarplus.ca.

On behalf of the Board of Directors

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