

Emerita Resources Announces Closing of C\$25M Brokered Private Placement and C\$1.09M Concurrent Non-Brokered Private Placement

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[Emerita Resources Corp.](#) ("Emerita" or the "Company") (TSXV: EMO) (OTCQB: EMOTF) (FSE: LLJA) is pleased to announce that it has closed its previously announced brokered private placement of units of the Company (each, a "Unit") pursuant to which the Company issued 23,809,500 Units at a price of C\$1.05 per Unit (the "Offering Price") for aggregate gross proceeds to the Company of C\$24,999,975 (the "Brokered Offering"). The Brokered Offering was conducted on a "best efforts" agency basis, with Clarus Securities Inc. ("Clarus") and Velocity Trade Capital Ltd. (collectively with Clarus, the "Co-Lead Agents"), as co-lead agents and co-lead bookrunners, on behalf of a syndicate of agents including Canaccord Genuity Corp. and iA Private Wealth Inc. (collectively with the Co-Lead Agents, the "Agents").

The Company is also pleased to announce that, concurrent with the closing of the Brokered Offering, it has closed its previously announced non-brokered private placement of Units on an upsidized basis (the "Non-Brokered Offering", and together with the Brokered Offering, the "Offering"). The Company issued 1,040,000 Units at the Offering Price for gross proceeds to the Company of C\$1,092,000 pursuant to the Non-Brokered Offering.

Each Unit is comprised of one common share in the capital of the Company (each, a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of C\$1.30 per Common Share until August 26, 2027.

The Brokered Offering was conducted pursuant to the terms of an agency agreement dated August 26, 2025 among the Company and the Agents (the "Agency Agreement"). In accordance with the terms of the Agency Agreement, in consideration for their services, the Agents received a total cash commission equal to \$1,727,213.25 and a total of 1,644,965 non-transferable compensation options (each, a "Compensation Option"). Each Compensation Option entitles the holder thereof to acquire one Common Share at the Offering Price until August 26, 2027. The Company did not pay finder's fees in connection with the Non-Brokered Offering.

The Units issued pursuant to the Brokered Offering were offered for sale by way of private placement pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* as amended and supplemented by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Listed Issuer Financing Exemption") in each of the Provinces of Canada (other than the Province of Quebec), and in the United States pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in certain other jurisdictions outside of Canada and the United States pursuant to available prospectus or registration exemptions in accordance with applicable laws. Because the Brokered Offering is being completed pursuant to the Listed Issuer Financing Exemption, the securities issued in the Brokered Offering are not subject to a statutory hold period pursuant to applicable Canadian securities laws. The securities issued under the Non-Brokered Offering will be subject to a statutory hold period of four months and a day from the date of issuance in accordance with applicable Canadian securities legislation, other than those securities issued pursuant to OSC Rule 72-503 - *Distributions Outside Canada* which will not be subject to such statutory hold period.

The net proceeds of the Offering will be used by the Company to continue the exploration and development work on its Spanish mineral properties as well as general corporate and working capital purposes.

There is an amended and restated offering document prepared in the form prescribed by Form 45-106F19

related to the Brokered Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.emeritaresources.com.

The Offering remains subject to final approval of the TSX Venture Exchange.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the U.S. Securities Act, or any state securities laws, and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

About Emerita Resources Corp.

Emerita is a natural resource company engaged in the acquisition, exploration, and development of mineral properties in Europe, with a primary focus on exploring in Spain. The Company's corporate office and technical team are based in Sevilla, Spain with an administrative office in Toronto, Canada.

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Cautionary Note Regarding Forward-looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, the Company's intended use of the net proceeds of the Offering, the receipt of all necessary regulatory approvals, including the final approval of the TSX Venture Exchange, and the Company's exploration and development plans. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Emerita, as the case may be, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; risks associated with operating in foreign jurisdictions; ability to successfully integrate the purchased properties; foreign operations risks; and other risks inherent in the mining industry. Although Emerita has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Emerita does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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