

Orosur Mining Inc Announces Private Placement for Gross Proceeds up to C\$17m

17.09.2025 | [ACCESS Newswire](#)

[Orosur Mining Inc.](#) ("Orosur" or the "Company") (TSXV:OMI)(AIM:OMI) is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. (the "Agent"), to act as lead agent and bookrunner, on behalf of a syndicate of agents, together with U.K. corporate brokers Turner Pope Investments (TPI) Ltd. and with Greenwood Capital Partners Limited (together the "U.K. Brokers"), in connection with a best efforts private placement (the "Base Offering") for gross proceeds of up to C\$15,000,000 from the sale of up to 44,117,647 common shares of the Company ("New Common Shares") at a price of C\$0.34 (being approximately GBP 0.1809 based on a current exchange rate for GBP to CAD of 1.88) per New Common Share (the "Offering Price").

The Company has also granted the Agent the option, exercisable in full or in part, up to 48 hours prior to the Closing Date, to sell up to an additional 5,882,353 Common Shares at the Offering Price for up to an additional C\$2,000,000 in gross proceeds (the "Agent's Option", and together with the Marketed Offering, the "Offering").

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the New Common Shares that may be sold in Canada under the Offering will be offered for sale to purchasers in all the Provinces of Canada, except for Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing Exemption") New Common Shares issued under the Listed Issuer Financing Exemption will not be subject to a hold period under Canadian securities legislation. New Common Shares issued under the Offering may also be offered for sale to purchasers outside of Canada, including but not limited

to purchaser's resident in the United States, pursuant to one or more exemptions from registration requirements of the United States Securities Act of 1933, as amended.

The Company intends to use the net proceeds of the Offering principally to advance the Company's Anz  exploration project in Colombia as well as for general working capital and corporate purposes.

The Offering is scheduled to close on or around September 30, 2025 (the "Closing Date"), or such other date as the Company and the Agent may agree (being no later than October 17, 2025) and is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the approval of the TSX Venture Exchange ("TSX-V") and admission to the AIM Market of London Stock Exchange plc ("AIM").

The Offering will allow the Company to make use of its joint listing on the TSX-V and AIM to broaden its shareholder base, including institutional investors in Canada, the UK and certain other foreign jurisdictions, and is expected to improve the liquidity of the Common Shares.

There is an offering document (the "Offering Document") related to the Offering in Canada that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.orosur.ca. Prospective investors in Canada should read the Offering Document before making an investment decision.

The UK Placing

The element of the Offering which shall be undertaken by the UK Brokers in the UK, shall be carried out by way of a placing ("Placing") to institutional and other eligible investors. The Company and the UK Brokers

have today entered into a placing agreement with the Company under which, on the terms and subject to the conditions set out in the placing agreement, the UK Brokers, as agents for and on behalf of the Company, have agreed to use their respective reasonable endeavours to procure placees in the UK for the New Common Shares at the Offering Price. The Placing is not being underwritten by the UK Brokers or any other person.

The timing of the closing of the book and allocations are at the discretion of the UK Brokers and the Agent, in consultation with the Company. Details of the total number of New Common Shares, together with any new Common Shares which may be issued pursuant to the Agent's Option (together "Offer Shares"), will be announced as soon as practicable after the close of the Offering via the Result of Placing Announcement.

The securities offered have not been, nor will they be, registered under the U.S. Securities Act, or any state securities laws, and may not be offered, sold or delivered, directly or indirectly, within the United States (as such term is defined in Regulation S under the U.S. Securities Act), absent registration or an exemption from such registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful.

For further information, visit www.orosur.ca, follow on X @orosurm or please contact:

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The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 ('MAR') which has been incorporated into UK law by the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via Regulatory Information Service ('RIS'), this inside information is now considered to be in the public domain.

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

About Orosur Mining Inc.

Orosur Mining Inc. (TSXV:OMI)(AIM:OMI) is a minerals explorer and developer currently operating in Colombia, Argentina and Nigeria.

About the Anzá Project

Anzá is a gold exploration project ("Anzá Project"), comprising three exploration licences, a small exploitation permit, and a number of exploration licence applications totalling approximately 380km² in the prolific Mid-Cauca belt of Colombia.

The Anzá Project is currently wholly-owned by Orosur via its subsidiaries, Minera Anzá S.A. and Minera Monte Aguila S.A.S.

The Anzá Project is located 50km west of Medellin and is easily accessible by all-weather roads and boasts excellent infrastructure including water, power, communications and large exploration camp.

Admission and Total Voting Rights

Application will be made for the Offer Shares to be admitted to trading on AIM ("Admission"). It is expected that Admission will become effective on or around October 1, 2025.

Assuming the issue of up to 50,000,000 Offer Shares, which, on Admission, will rank pari passu with the existing Common Shares, the total number of Common Shares in issue with voting rights in the Company will be 375,298,894. There are no shares held in treasury.

IMPORTANT NOTICE

This Announcement has been issued by, and is the sole responsibility, of the Company.

Turner Pope Investments (TPI) Limited ("Turner Pope"), which is authorised and regulated in the UK by the Financial Conduct Authority ("FCA"), is acting exclusively for the Company and no one else in relation to the Placing element of the Offering. Turner Pope is not acting for, and will not be responsible to, any person other than the Company and is not advising any other person or otherwise responsible to any person for providing the protections afforded to clients of Turner Pope or for advising any other person in respect of the Placing element of the Offering or any transaction, matter or arrangement referred to in this Announcement. Turner Pope has not authorised the contents of this Announcement and, apart from the responsibilities and liabilities, if any, which may be imported on Turner Pope by the Financial Services and Markets Act 2000 (as amended) ("FSMA") or the regulatory regime established thereunder, no liability is accepted by Turner Pope for the accuracy of any information or opinions contained in or for the omission of any information from this Announcement, for which the Company and the directors of the Company are solely responsible. Turner Pope accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this Announcement or any such statement.

Greenwood Capital Partners Limited ("Greenwood"), which is authorised and regulated in the UK by the FCA, is acting exclusively for the Company and no one else in relation to the Placing element of the Offering. Greenwood is not acting for, and will not be responsible to, any person other than the Company and is not advising any other person or otherwise responsible to any person for providing the protections afforded to clients of Greenwood or for advising any other person in respect of the Placing element of the Offering or any transaction, matter or arrangement referred to in this Announcement. Greenwood has not authorised the contents of this Announcement and, apart from the responsibilities and liabilities, if any, which may be imported on Greenwood by FSMA or the regulatory regime established thereunder, no liability is accepted by Greenwood for the accuracy of any information or opinions contained in or for the omission of any information from this Announcement, for which the Company and the directors of the Company are solely responsible. Greenwood accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this Announcement or any such statement.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Turner Pope, Greenwood or by any of their respective representatives as to, or in relation to, the accuracy or completeness of this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefor is expressly disclaimed.

This Announcement does not constitute a recommendation concerning any investor's option with respect to

the Offering. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this announcement and publicly available information.

The distribution or transmission of this Announcement and the offering of the New Common Shares in certain jurisdictions other than Canada and the UK may be restricted or prohibited by law or regulation. Persons distributing this Announcement must satisfy themselves that it is lawful to do so. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The price and value of securities can go down as well as up. Past performance is not a guide to future performance

Information to Distributors

The distribution of this Announcement and the offering of the New Common Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, Turner Pope, Greenwood or any of their affiliates that would permit an offering of the New Common Shares or possession or distribution of this Announcement or any other offering or publicity material relating to the New Common Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company, Turner Pope and Greenwood to inform themselves about, and to observe, such restrictions.

UK Product Governance Requirements

Solely for the purposes of the Product Governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements") and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the New Common Shares have been subject to a product approval process, which has determined that the New Common Shares are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all distribution channels as are permitted by UK Product Governance Requirements (the "UK Target Market Assessment"). Notwithstanding the UK Target Market Assessment, distributors should note that: the price of the New Common Shares may decline and investors could lose all or part of their investment; the New Common Shares offer no guaranteed income and no capital protection; and an investment in the New Common Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The UK Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing element of the Offering. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, Turner Pope and Greenwood will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A, respectively, of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the New Common Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Common Shares and determining appropriate distribution channels.

EU Product Governance Requirements

Solely for the purposes of the product governance requirements contained within (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"), (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and (c) local implementing

measures (together the "EU Product Governance Requirements") and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the EU Product Governance Requirements) may otherwise have with respect thereto, the New Common Shares have been subject to product approval process, which has determined that the New Common Shares are: (i) compatible with an end target market of (a) investors who meet the criteria of professional clients and (b) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by EU Product Governance Requirements (the "EU Target Market Assessment").

Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the New Common Shares may decline and investors could lose all or part of their investment; the New Common Shares offer no guaranteed income and no capital protection; and an investment in the New Common Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing element of the Offering. Furthermore, it is noted that, notwithstanding the EU Target Market Assessment, Turner Pope and Greenwood will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Common Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Common Shares and determining appropriate distribution channels.

Forward Looking Statements:

All statements, other than statements of historical fact, contained in this news release constitute "forward-looking information" within the meaning of applicable Canadian and United States securities laws, which is based upon the Company's current internal expectations, estimates, projections, assumptions, and beliefs. The forward-looking information included in this news release are made only as of the date of this news release. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration plans at the Company's mineral properties, including exploration timelines and anticipated costs; the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the Agent's Option and the date of such completion; future liquidity on the TSX-V and AIM; and the completion of the Company's business objectives, and the timing, costs, and benefits thereof. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as "plans", "potential", "is expected", "anticipated", "estimates", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of gold and other metals; changes in project parameters as exploration plans continue to be refined; costs of exploration including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; exploration results not being consistent with the Company's expectations; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; and other risks of the mining industry. Should one or more of

these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated, or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.ca. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

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