

Fidelity Minerals Corp. Announces Closing of First Tranche of Non-Brokered Private Placement Financing

08.10.2025 | [The Newswire](#)

[Fidelity Minerals Corp.](#) (TSX-V: FMN | FSE: S5GM | SSE: MNYC) ("Fidelity Minerals" or the "Company") is pleased to announce that it has closed the first tranche of the non-brokered private placement (the "Private Placement") previously announced in its News Releases dated September 17, 2025, and September 24, 2025. The first tranche comprises a total of 13,500,000 units (each, a "Unit") at CAD \$0.10 per Unit for gross proceeds of CAD \$1,350,000. Each Unit consists of one common share in the capital of the Company (each, a "Share") and one-half transferable common share purchase warrant, with each full warrant (each, a "Warrant") exercisable into one additional Share at a price of \$0.20 per Share until October 7, 2027.

A strategic investor has purchased 3,500,000 Units in the first tranche and is expected to purchase the remaining 1,500,000 Units available in the Private Placement in the second tranche upon TSX-V approval.

The Company paid cash finder's fees of \$33,775 and issued 337,750 finder's warrants to finders in connection with the first tranche Private Placement. Each warrant being exercisable to purchase one Common Share at a price of \$0.20 until October 7, 2027.

The securities issued pursuant to the Private Placement are subject to a four month hold period that expires on February 8, 2026.

Of the total Units issued in the Private Placement, 3,325,000 Units were subscribed by [Lions Bay Capital Inc.](#), a Control Person of the Company (the "Participating Insider"). The Participating Insider subscription constitutes "related party transactions" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions ("MI 61-101"). The issuances to the Participating Insider are exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the 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 related party did not exceed 25% of the Company's market capitalization.

The Company intends to use the net proceeds of the Financing to advance its Peruvian exploration and community relation programs, and corporate working capital purposes.

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 accordingly, 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 requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

About Fidelity Minerals Corp.

Fidelity Minerals Corp. has assembled a portfolio of high-quality mining assets and is targeting large scale copper and gold and aims to delineate major deposits on these properties that could attract the interest of mid-tier and major mining companies. The Company is focused on progressing its most advanced project - Las Huaquillas, which is a gold, copper and silver in Northern Peru. Fidelity is also looking to opportunistically expand its project portfolio with accretive acquisitions. The Company is backed by an experienced management team with diverse technical, market, and commercial expertise and is supported by committed, and sophisticated investors focused on building long-term value.

On behalf of the Board of Fidelity Minerals.

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For more information, please visit the corporate website at <http://www.fidelityminerals.com> or contact:

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Forward-Looking Statement Cautions

This press release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, including, but not limited to, statements regarding the Financing is subject to regulatory approval, including approval of the TSX Venture Exchange; the Company's plans with respect to its resource projects and the timing related thereto, the merits of the Company's projects, and the Company's objectives, plans and strategies. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "strategy", "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include the risk of accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, or the possibility that the Company may not be able to secure permitting and other agency or governmental clearances, necessary to carry out the Company's exploration plans, risks of political uncertainties and regulatory or legal changes in the jurisdictions where the Company carries on its business that might interfere with the Company's business and prospects. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca for a more complete discussion of such risk factors and their potential effects.

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<https://www.rohstoff-welt.de/news/707695--Fidelity-Minerals-Corp.-Announces-Closing-of-First-Tranche-of-Non-Brokered-Private-Placement-Financing.html>

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