

# Stellar AfricaGold Inc. Announces \$4 Million Private Placement Offering

15.10.2025 | [The Newswire](#)

[Stellar AfricaGold Inc.](#) (TSX-V: SPX) ("Stellar" or the "Company") is pleased to announce a proposed non-brokered private placement (the "Offering") of units ("Units" and each, a "Unit"), to raise aggregate gross proceeds of up to C\$4,000,000 through the issuance of up to 22,222,222 units of the Company at a price of C\$0.18 per Unit. Each Unit will consist of one common share of the Company (a "Share") and one-half of one transferable common share purchase warrant (with two such half warrants being a "Warrant"). Each Warrant will entitle the holder to acquire one additional common share of the Company at a price of \$0.28 for a period of 36 months from the date of issuance.

The Offering is expected to close on or about October 30, 2025, and is subject to certain conditions, including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange (the "TSX-V").

Proceeds from the Offering will be allocated towards financing ongoing exploration efforts at the Company's Tichka Est Gold Project in Morocco, the Zuénoula gold property in the Ivory Coast, and for general corporate purposes and working capital.

All securities issued under this Offering will be subject to a statutory hold period of four months and one day from the closing date, in accordance with applicable Canadian securities laws. The Company may, in its discretion, pay finder's fees in cash and/or Warrants to eligible arm's-length parties in connection with the Offering, as permitted by applicable laws and TSX-V policies.

Insiders of the Company may participate in the Offering. Any such participation would constitute a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects that any insider participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the securities subscribed for will not exceed 25% of the Company's market capitalization.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 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 1933 Act and applicable state securities requirements or pursuant to exemptions therefrom. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Stellar AfricaGold Inc.

Stellar AfricaGold Inc. is a Canadian precious metals exploration company focused on North and West Africa, with active programs in Morocco and Côte d'Ivoire. Stellar's principal exploration projects are its advancing gold discovery at the Tichka Est Gold Project in Morocco, and its early-stage exploration Zuénoula Gold Project in Côte d'Ivoire.

The Company is listed on the TSX Venture Exchange (TSX.V: SPX), the Tradegate Exchange (TGAT: 6YP) and the Frankfurt Stock Exchange (FSX: 6YP).

The Company maintains its head office in Vancouver, BC and has a representative office in Casablanca, Morocco.

The technical content of this press release has been reviewed and approved by M. Yassine Belkabar,

MScDIC, CEng, MIMMM, a Stellar director and a Qualified Person as defined in NI 43-101.

Stellar's President and CEO J. François Lalonde can be contacted at +1 514-994-0654 or by email at [lalondejf@stellarafricagold.com](mailto:lalondejf@stellarafricagold.com)

Additional information is available on the Company's website at [www.stellarafricagold.com](http://www.stellarafricagold.com)

On Behalf of the Board

J. François Lalonde

J. François Lalonde

President & CEO

This news release contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws.. Forward-looking statements are based on expectations, estimates and projections as at the date of this news release and are subject to known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied. Such risks and uncertainties include, but are not limited to, the Company not achieving the production milestones described herein, changes in business plans or commodity prices, failure to obtain regulatory approvals, and the risk factors described in the Company's most recent Management's Discussion and Analysis and Annual Information Form, which are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Forward-looking statements are not guarantees of future performance and should not be unduly relied upon. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements contained herein.

Neither the 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.

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