

Panther Minerals Inc. Announces Amended Terms of Non-Brokered LIFE Offering and Concurrent Private Placement

23.10.2025 | [The Newswire](#)

[Panther Minerals Inc.](#) ("Panther Minerals" or the "Company") (CSE:PURR) (OTC:GLIOF) (FWB:2BC), a North American mineral acquisition and exploration company, announces that further to its news release dated October 15, 2025, the Company will be proceeding with its previously announced non-brokered private placement and listed issuer financing exemption offering on amended terms.

Under the amended terms, the Company will offer up to 627,000 units of the Company (each, a "Unit") at a price of \$0.16 per Unit for gross proceeds of up to \$100,320 (the "Offering"). Each Unit will consist of one common share in the capital of the Company (a "Unit Share" and each common share in the capital of the Company, a "Common Share") to be issued pursuant to Part 5A (the "Listed Issuer Financing Exemption") of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), and one (1) Common Share purchase warrant (a "Warrant") of the Company to be issued under the "accredited investor" exemption or any other applicable exemptions from any prospectus requirements as contained in NI 45-106. Each Warrant will entitle the holder thereof to acquire one (1) Common Share (a "Warrant Share") at a price per Warrant Share of \$0.21 for a period of 24 months from the date of issuance. The Warrants will be exercisable sixty (60) days following the closing date of the Offering.

Concurrent with the Offering, the Company also intends to complete a non-brokered private placement offering (the "Private Placement") of up to 2,200,000 units (the "Private Placement Units") at a price of \$0.16 per Private Placement Unit for minimum gross proceeds of \$1,000,000 and maximum gross proceeds of up to \$2,200,000. The Private Placement Units will consist of one Common Share (a "Private Placement Unit Share") and one Common Share purchase warrant (each a "Private Placement Warrant"), with each Private Placement Warrant entitling the holder thereof to acquire one Common Share (a "Private Placement Warrant Share") at a price per Private Placement Warrant Share of \$0.25 for a period of 24 months from the date of issuance.

All securities issued under the Private Placement, including any shares issuable upon exercise of the Private Placement Warrants, will be subject to a statutory hold period of four (4) months and one (1) day in accordance with applicable securities laws and the policies of the Canadian Securities Exchange (the "CSE").

The Company intends to use the net proceeds raised from the Offering and Private Placement for general corporate and administrative purposes.

Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Unit Shares issuable under the Offering will be offered for sale to purchasers resident in Canada, other than Quebec, pursuant to the Listed Issuer Financing Exemption and will not be subject to resale restrictions in accordance with applicable Canadian securities laws. The remaining securities issued under the Offering and the Private Placement, including the Warrant Shares and Private Placement Warrant Shares, will be subject to a statutory hold period of four (4) months and one (1) day following the closing of the Offering and Private Placement, as the case may be, pursuant to applicable securities law.

There is an offering document dated October 22, 2025, related to the Offering that can be accessed under the Company's profile at www.sedarplus.com and on the Company's website at www.pantherminerals.ca. Prospective investors should read this offering document before making an investment decision.

The closing of the Offering and Private Placement will take place such date as the Company may determine. Closing of the Offering and Private Placement is subject to certain conditions including, but not limited to, receipt of all necessary regulatory and exchange approvals. Closing of the Offering is not conditional upon

closing of the Private. Finder's fees may be payable in connection with the Offering to eligible finders in accordance with the policies of the CSE.

The net proceeds of the Private Placement and Offering are expected to be used for general corporate purposes, working capital, and the repayment of outstanding debts and obligations of the Company. A portion of the proceeds may also be applied toward payments owing under the Company's existing option agreement in respect of certain mineral properties, should the Company be unable to negotiate a suitable amendment to the terms of such agreement. Management believes the proposed allocation of funds is consistent with the Company's near-term business objectives, working capital requirements and current financial state. The Company does not currently anticipate incurring any investor relations, promotional, or marketing expenditures in connection with the Private Placement or Offering. Any future engagement of investor relations or promotional services will be disclosed in accordance with the policies of the CSE.

Although the issuance of securities pursuant to the Offering and Private Placement represents more than 100% of the Company's issued and outstanding common shares, the Company advises that it will not be seeking security holder approval for the Private Placement and Offering and is relying on the exemption provided under Section 4.6(2)(b) of CSE Policy 4 (the "Policy"). Under the Policy, security holder approval of an offering resulting in over 100% dilution of the current issued and outstanding shares may not be required if: (i) the listed issuer is in serious financial difficulty; (ii) the issuer has reached an agreement to complete an offering; (iii) no Related Person (as defined in the CSE Policies) is participating in the offering; and (iv) the issuer's independent directors have determined that the offering is in the best interests of the issuer, reasonable in the circumstances, and that it is not feasible to obtain security holder approval or to complete a rights offering to existing security holders on the same terms.

As of September 30, 2025, the Company had a working capital deficit of approximately \$(405,000). Given the Company's current financial position and working capital constraints, management and the Board of Directors have determined that completion of the Private Placement and Offering on the terms described herein is essential to maintain operations and preserve the Company's business. The Private Placement and Offering are being completed at arm's length and do not result in any new control persons. Accordingly, the Company has determined that it satisfies the criteria under Policy 4.6(2)(b) and that proceeding without security holder approval is reasonable and in the best interests of the Company under the circumstances.

The securities 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 U.S. state securities laws, and may not be offered or sold in the "United States" (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable U.S. state securities laws or an exemption from such registration is available. 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 any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Panther Minerals Inc.

Panther Minerals Inc. is a North American mineral acquisition and exploration company focused on the development of quality precious and base metal properties that are drill-ready with high-upside and expansion potential. Panther Minerals trades on the CSE Exchange under the symbol PURR, the OTC under the symbol GLIOF and in FWB under the symbol 2BC.

PANTHER MINERALS INC.

Ram Kumar, CEO and Director

For more information, please call 877-305-4150, email info@pantherminerals.ca.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

Forward-looking statements:

This news release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities laws (collectively, "forward-looking statements"). All statements, other than statements of historical fact, included herein are forward-looking statements. Forward-looking statements in this release include, but are not limited to, statements regarding the terms, timing, and completion of the Offering and Private Placement (including the minimum and maximum amounts to be raised), the anticipated use of proceeds, receipt of regulatory and stock exchange approvals, and the Company's future plans, objectives, and exploration activities. Forward-looking statements are based on the reasonable assumptions, estimates, and opinions of management as of the date such statements are made and are subject to known and unknown risks, uncertainties, and other factors that may cause actual results, performance, or achievements to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, risks related to the Company's ability to complete the Offering and Private Placement on the terms described herein or at all, the receipt of necessary regulatory and exchange approvals, fluctuations in market conditions, volatility in equity and capital markets, the speculative nature of mineral exploration and development, environmental risks, reliance on key personnel, and changes in laws and regulations. There can be no assurance that such forward-looking statements will prove to be accurate, as actual results and future events may differ materially from those anticipated. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by applicable securities laws, the Company undertakes no obligation to update or revise any forward-looking statements contained herein to reflect events or circumstances after the date hereof.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/709602--Panther-Minerals-Inc.-Announces-Amended-Terms-of-Non-Brokered-LIFE-Offering-and-Concurrent-Private-Placem>

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