

Stellar AfricaGold Inc. Closes \$4 Million Private Placement

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[Stellar AfricaGold Inc.](#) (TSX-V: SPX) ("Stellar" or the "Company") is pleased to announce that it has successfully closed its previously announced non-brokered private placement (the "Offering").

The Company has raised aggregate gross proceeds of \$4 Million through the issuance of 22,222,222 units of the Company ("Units" and each, a "Unit") at a price of C\$0.18 per Unit. Each Unit consists of one common share of the Company (each, a "Share") and one-half of one transferable common share purchase warrant (with two such half warrants being a "Warrant"). Each Warrant entitles the holder to acquire one additional Share at a price of \$0.28 for a period of 36 months from the date of issuance.

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 are subject to a statutory hold period of four months and one day, expiring on March 1, 2026, in accordance with applicable Canadian securities laws.

Finder's fees were paid to qualified parties in connection with the closing of the Offering, as permitted under applicable laws and TSX Venture Exchange policies. The total compensation consisted of \$111,938.40 in cash, 557,725 units (the "Finder's Units"), and 64,155 non-transferable Finder's Warrants. Each Finder's Unit is comprised of one common share and one-half of one non-transferable warrant (a "Finder's Warrant"). The Finder's Warrants were issued on the same terms as those issued under the Offering.

Two directors of the Company subscribed for an aggregate of 677,545 Units and gross proceeds of \$121,958.10 under the Offering. Such participation is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the securities subscribed for does 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 Tradedgate 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.

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

Additional information is available on the Company's website at 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 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. 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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