

Gold Terra Announces Closing of Oversubscribed C\$7.0 Million Private Placement

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VANCOUVER, November 28, 2025 - [Gold Terra Resource Corp.](#) (TSXV:YGT)(Frankfurt:TX0)(OTCQX:YGTF) ("Gold Terra" or the "Company") is pleased to announce that, further to the news release of November 17, 2025, the Company has closed the over-subscribed non-brokered private placement for total gross proceeds of C\$7,000,000 through the issuance of 15 million common shares of the Company (the "Shares") at an issue price of C\$0.10 per Share for gross proceeds of C\$1,500,000, 35 million charitable flow-through common shares of the Company (the "CFT Shares") at an issue price of C\$0.14 per CFT Share for gross proceeds of C\$4,900,000, and 5 million flow-through common shares of the Company (the "FT Shares") at an issue price of C\$0.12 per FT Share for gross proceeds of C\$600,000 with some existing shareholders and insiders (together, the "Offering"). The CFT Shares and the FT Shares will qualify as "flow-through" shares (within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act").

Finder's fees totaling C\$28,000 were paid to certain finders. The Offering is non-brokered with no warrants and is subject to the final acceptance of the TSX Venture Exchange.

Directors and officers of Gold Terra participated in the Offering and were issued an aggregate 300,000 Common Shares totaling C\$36,000. Such participation in the Offering constitutes a "related party transaction" as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("61-101"). The Offering is exempt from the formal valuation and minority shareholder approval requirements of 61-101 as neither the fair market value of the securities issued to related parties nor the consideration for such securities exceed 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to closing of the Offering as the participation of insiders of the Company in the Offering had not been confirmed at that time.

The Company will use an amount equal to the gross proceeds from the sale of the CFT Shares and the FT Shares to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as both terms are defined in the Tax Act (the "Qualifying Expenditures") on or before December 31, 2026, and will renounce all the Qualifying Expenditures in favour of the subscribers of the CFT Shares and the FT Shares effective December 31, 2025. The Company will use the net proceeds from the sale of the Shares for general corporate purposes and for the upcoming drilling program.

All securities issued pursuant to the Offering are subject to a statutory hold period expiring four months and one day from the closing date of the Offering, being March 29, 2026.

Gerald Panneton, Chairman & CEO commented, "This oversubscribed financing shows strong support from our existing and new shareholders to expand our drilling program at the Con Mine Option property. The net proceeds from the Shares will be used for our upcoming drilling program scheduled to start in January 2026 on the southern extension of the prolific Campbell Shear target near surface and south of the Con Mine Option property. We look forward to advancing our exploration work with the objective of increasing our current mineral resource estimates in 2026."

About Gold Terra

The Yellowknife Project (YP) encompasses 836 sq. km of contiguous land immediately north, south and east of the City of Yellowknife in the Northwest Territories. Through a series of acquisitions, Gold Terra controls one of the six major high-grade gold camps in Canada. Being within 10 kilometres of the City of Yellowknife, the YP is close to vital infrastructure, including all-season roads, air transportation, service providers, hydro-electric power, and skilled tradespeople. Gold Terra is currently focusing its drilling on the prolific Campbell Shear, where approximately 14 Moz of gold has been produced, (refer to Gold Terra Oct 21, 2022,

Technical Report) and most recently on the Con Mine Option (CMO) property claims immediately south of the past producing Con Mine which produced 6.1 Moz between the Con, Rycon, and Campbell shear structures (1938-2003).

The YP and CMO properties lie on the prolific Yellowknife greenstone belt, covering nearly 70 kilometres of strike length along the main mineralized shear system that hosts the former-producing high-grade Con and Giant gold mines. The Company's exploration programs have successfully identified significant zones of gold mineralization and multiple targets that remain to be tested which reinforces the Company's objective of re-establishing Yellowknife as one of the premier gold mining districts in Canada.

Visit our website at www.goldterracorp.com.

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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.

Cautionary Note Regarding Forward-Looking Information

Certain statements made and information contained in this news release constitute "forward-looking information" within the meaning of applicable securities legislation ("forward-looking information"). Generally, this forward-looking information can, but not always, be identified by use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events, conditions or results "will", "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotations thereof.

All statements other than statements of historical fact may be forward-looking information. Forward-looking information is necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. In particular, this news release contains forward-looking information regarding the expected use of proceeds from the Offering, the scheduled start of the drilling program in January 2026, the objective of increasing the Company's current mineral resource estimates in 2026 and the Company's objective of re-establishing Yellowknife as one of the premier gold mining districts in Canada.

There can be no assurance that such statements will prove to be accurate, as the Company's actual results and future events could differ materially from those anticipated in this forward-looking information as a result of the factors discussed in the "Risk Factors" section in the Company's most recent MD&A and annual information form available under the Company's profile at www.sedar.com.

Although the Company has attempted to identify important factors that would cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. The forward-looking information contained in this news release is based on information available to the Company as of the date of this news release. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All of the forward-looking information contained in this news release is qualified by these cautionary statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof. Except as required under applicable securities legislation and regulations applicable to the Company, the Company does not intend, and does not

assume any obligation, to update this forward-looking information.

SOURCE: Gold Terra Resource Corp

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