

GMV Minerals Announces Non-Brokered Private Placement Pursuant to the Listed Issuer Financing Exemption

06.12.2025 | [ACCESS Newswire](#)

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VANCOUVER, December 5, 2025 - [GMV Minerals Inc.](#) (the "Company" or "GMV") (TSXV:GMV)(OTCQB:GMVMF) is pleased to announce a non-brokered private placement of up to 20,000,000 units (each, a "Unit") at a price of C\$0.20 per Unit for aggregate gross proceeds of up to C\$4,000,000 (the "Offering").

The Offering is being carried out pursuant to Part 5A of National Instrument 45-106 - Prospectus Exemptions (the "LIFE Exemption") to purchasers resident in Canada, other than Quebec, and in jurisdictions outside of Canada in compliance with the applicable securities laws of those jurisdictions. There is an offering document (the "Offering Document") related to this Offering that can be accessed under GMV's profile at www.sedarplus.ca and on the Company's website at <https://gmvminerals.com>. Prospective investors should read the Offering Document before making an investment decision.

Each Unit will consist of one (1) common share of the Company (each, a "Unit Share") and one-half of one (½) common share purchase warrant (each whole warrant, a "Warrant"). Each whole Warrant will entitle the holder thereof to purchase one common share of the Company (each, a "Warrant Share") at a price of C\$0.35 for a period of thirty (30) months following the issue date of the Unit.

The Units issued in the Offering will not be subject to any statutory hold period in Canada, subject to limitations prescribed by the LIFE Exemption. Insiders and certain other existing shareholders of GMV may also subscribe for Units under the Offering.

The Company will engage one or more eligible arm's length finders (the "Finders") in respect of the Offering on a best efforts basis. As compensation for its services, a Finder will receive: (i) cash compensation equal to 7% of the gross proceeds of the Offering raised by such Finder; and (ii) such number of non-transferable common share purchase warrants (the "Finder Warrants") as is equal to 7% of the number of Units placed by such Finder. The Finder Warrants will be exercisable at a price of \$0.20 per share any time for a period of thirty (30) months from the date of issuance and will be subject to a statutory hold period expiring four (4) months and one (1) day from the date of closing.

GMV intends to use the net proceeds of the Offering for furthering the exploration and development of its Mexican Hat Gold project in SE Arizona as well as general working capital purposes.

The Offering may close in multiple tranches, with the first tranche closing expected to occur on December 19, 2025, and the final closing to occur no later than December 30, 2025. The Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the acceptance of the TSXV.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This press 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 GMV Minerals Inc.

GMV Minerals Inc. is a publicly traded exploration company focused on developing precious metal assets in Arizona. GMV, through its 100% owned subsidiary, has a 100% interest in a Mining Property Lease commonly referred to as the Mexican Hat Property, located in Cochise County, Arizona, USA. The project was initially explored by Placer Dome (USA) in the late 1980s to early 1990s. GMV is focused on developing the asset and realizing the full mineral potential of the property through near term gold production. The Company's NI 43-101 mineral resource estimate (Inferred) is 36,733,000 tonnes grading 0.58 g/t gold at a 0.2 g/t cut-off, containing 688,000 ounces of gold, with an effective date of July 17, 2024. Additional information on the Mexican Hat Project is available in the technical report titled "Updated Preliminary Economic Assessment, Mexican Hat Project" with an effective date of August 8, 2025 ("PEA"), which is available under GMV Minerals' SEDAR+ profile at www.sedarplus.ca

Dr. D.R. Webb, Ph.D., P.Geo., P.Eng. is the Q.P. for this release within the meaning of NI 43-101 and has reviewed the technical content of this release and has approved its content.

ON BEHALF OF THE BOARD OF DIRECTORS

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Technical Information and Cautionary Note Regarding Inferred Mineral Resources

The mine plan evaluated in the PEA is preliminary in nature and includes Inferred Mineral Resources, as defined by NI 43-101 that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be converted to Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Additional drilling and technical studies will need to be completed in order to fully assess its viability. There is no certainty that a production decision will be made to develop the Mexican Hat Project or that the economic results described in the PEA will be realized. Mine design and mining schedules, metallurgical flow sheets and process plant designs will require additional detailed work and economic analysis and internal studies to ensure satisfactory operational conditions and decisions regarding future targeted production. Key assumptions, qualifications and estimates to the results of the PEA are contained in the PEA.

Cautionary Note to U.S. Investors

The United States Securities and Exchange Commission permits U.S. mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. We use certain terms in this news release, such as "Measured," "Indicated," "Inferred," and "Resources," that the SEC guidelines strictly prohibit U.S. registered companies from including in their filings with the SEC.

Cautionary Statement Regarding Forward-Looking Information

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Forward-looking statements or information contained in this release include, but are not limited to, statements or information with respect to the Offering, including timing, subscribers, and gross proceeds contemplated thereunder, statutory hold periods, and the use of proceeds, and expectations regarding the Mexican Hat Gold project, including the Company's mineral resources. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties as described in the Company's filings with Canadian securities regulators. These risks, uncertainties and other factors include, among others, the ability to complete the Offering, including the timing and size

thereof, ability to obtain all necessary approvals, the final use of proceeds of the Offering, and risks associated with the exploration and development of the Mexican Hat Gold project and our mineral resources. 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. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

Neither 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.

SOURCE: GMV Minerals, Inc.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/714695--GMV-Minerals-Announces-Non-Brokered-Private-Placement-Pursuant-to-the-Listed-Issuer-Financing-Exemption.h>

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