

Cupani Metals Closes Private Placement For Proceeds Of \$1,617,781.25

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[Cupani Metals Corp.](#) ("CUPANI" or the "Company") (CSE: CUPA) (OTCQB: CUPIF) is pleased to announce that it closed a third tranche of the previously announced non-brokered private placement financing for aggregate gross proceeds of \$1,617,781.25 (the "Offering") comprised of the issuance of 12,942,250 hard cash units (the "HC Units") at \$0.125 per HC Unit.

Insider Buying

Director & CEO Brian Bosse, and Independent Director Elliot Beutel, both insiders of the Company (the "Insiders"), each subscribed \$50,000 indirectly for a total of 800,000 HC Units under the Offering, which constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The issuance of HC Units to the Insiders is exempt from the formal valuation requirements of MI 61-101 as the Company's securities are not listed on any of the stock exchanges listed in section 5.5(b) of MI 61-101 and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the securities issued to the Insiders did not exceed 25% of the Company's market capitalization.

The Offering

Each HC Unit consisted of one common share of the Company and one full common share purchase warrant (the "HC Unit Warrant"), each HC Unit Warrant exercisable at \$0.25 at any time prior to the day that is 24 months from the date of issuance thereof, subject to the terms and provisions of an acceleration clause. The gross proceeds from the Offering will be used by the Company on its 100% owned Blue Lake/Retty Lake exploration project exploration project as well as for general working capital purposes.

The HC Units were issued by way of a private placement pursuant to exemptions from prospectus requirements under applicable securities laws. The securities issued pursuant to the Offering are subject to resale restrictions, including a hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws. Following the closing of the 3rd tranche of Offering, the Company paid aggregate cash finder's fees of \$17,125 and issued a total of 559,975 compensation HC Units at a price of \$0.125 per HC Units to certain finders.

Other Matters

On December 31, 2025, the Company completed divestiture of its non-core subsidiary, Capitalight Research Inc. Pursuant to the sale agreement, the Company will receive a portion of the revenues generated by the business until December 31, 2030. The agreement provides that the business may not be resold without the prior written consent of the Company until January 1, 2031. The purchaser has assumed responsibility for all working capital requirements effective as of December 31 2025.

About CUPANI

CUPANI Metals Corp. provides shareholders with long-term capital growth exposure by investing in mineral exploration properties and other assets. The Company is listed on the CSE under the symbol "CUPA". To learn more about the Company please visit <http://www.CUPANImetals.com>.

Forward-Looking Information

Certain of the statements made and information contained herein is "forward-looking information" within the

meaning of National Instrument 51-102 - Continuous Disclosure Obligations of the Canadian Securities Administrators. These statements and information are based on facts currently available to the Company and there is no assurance that actual results will meet management's expectations. Forward-looking statements and information may also be identified by such terms as "anticipates", "believes", "targets", "estimates", "plans", "expects", "may", "will", "could" or "would". While the Company considers its assumptions to be reasonable as of the date hereof, forward-looking statements and information are not guarantees of future performance and readers should not place undue importance on such statements as actual events and results may differ materially from those described herein. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking statements in this news release include without limitation, statements with respect to the anticipated use of proceeds from the Offering. All forward-looking information contained in this press release is given as of the date hereof, and is based on the opinions and estimates of management and information available to management as of the date hereof.

These statements are based upon assumptions that are subject to significant risks and uncertainties, including risks regarding commodity prices, market conditions, availability of financing to the Company on acceptable terms, gross proceeds are used in accordance with the Tax Act, general economic factors, and the equity markets generally. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of the Company may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Company believes that the expectations reflected in forward-looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. 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, except as may be required by applicable securities laws.

Contact

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