

Minsud Resources Corp. Announces Closing of Over-Subscribed Private Placement

03.07.2025 | [CNW](#)

[Minsud Resources Corp.](#) (TSXV: MSR) ("Minsud" or the "Company") is pleased to announce that it has closed its previously announced (see news release dated June 4, 2025) non-brokered private placement offering of common shares of the Company ("Common Shares") for total gross proceeds of \$848,706, issuing 1,146,900 Common Shares at a price of \$0.74 per Common Share (the "Private Placement").

The net proceeds will be used to continue exploring the Chita Valley Project as well as working capital and corporate overhead requirements. No commission or finder's fee was paid in connection with the Private Placement. The Common Shares will be subject to a hold period of four months and a day from their date of issuance. The Private Placement remains subject to final approval from the TSX Venture Exchange ("TSXV").

Under the Private Placement, insiders of the Company subscribed for 566,000 Common Shares. Each subscription under the Private Placement by an insider is considered to be a "related party transaction" of the Company for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") and Section 5.9 - Protection of Minority Securityholders in Special Transactions of the Corporate Finance Manual of the TSXV. In completing the Private Placement, the Company is relying upon exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Company is exempt from minority shareholder approval requirement in Section 5.6 of MI 61-101 in reliance on, inter alia, Section 5.7(a) as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the expected closing date of the Private Placement as the details of the insider's participation in the Private Placement had not been finalized at the time.

The securities being offered have not been, nor will they be, registered under the United States Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Early Warning Reporting

Compañía de Tierras Sud Argentino S.A.

Compañía de Tierras Sud Argentino S.A. ("CTSA", address: 684 Esmeralda Street, 14th floor, Buenos Aires, Republic of Argentina), an insider and control person of the Company, acquired 351,000 Common Shares under the Private Placement. The 351,000 Common Shares acquired by CTSA represent 0.21% of the 166,095,415 Common Shares following the closing of the Private Placement.

Prior to the Private Placement, CTSA held 44,773,743 Common Shares, representing 27.14% of the outstanding Common Shares, based upon 164,948,515 Common Shares being outstanding immediately prior to the closing of the Private Placement. CTSA now owns 45,124,743 Common Shares, representing 27.17% of the outstanding Common Shares on an undiluted basis, based upon 166,095,415 being outstanding following the closing of the Private Placement. CTSA does not own any convertible securities of the Company.

CTSA acquired and intends to hold the securities for investment purposes. CTSA, depending on market and

other conditions, may increase its beneficial ownership, control or direction over the Common Shares or other securities of Minsud through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise, in accordance with applicable securities regulations. Depending on market or other conditions, CTSA may sell all or a portion of the Common Shares.

An early warning report with additional information with respect to CTSA will be filed on SEDAR+ at www.sedarplus.ca copies of which may be obtained by contacting the persons listed below.

Carlos Adamo

Mr. Carlos Adamo (address: Carlos Pellegrini 1427, 3rd floor, Ciudad de Buenos Aires, Republic of Argentina) an insider of the Company, acquired 165,000 Common Shares under the Private Placement. The 165,000 Common Shares acquired by Mr. Adamo represent 0.09% of the 166,095,415 Common Shares outstanding following the closing of the Private Placement.

Prior to the Private Placement, Mr. Adamo held 18,993,712 Common Shares, and stock options (the "Options") exercisable to acquire 1,575,000 Common Shares, representing 11.51% of the outstanding Common Shares on an undiluted basis and 12.35% on a partially diluted basis (assuming the exercise of the Options), based upon 164,948,515 Common Shares being outstanding immediately prior to the closing of the Private Placement.

Mr. Adamo now owns 19,158,712 Common Shares, and stock options (the "Options") exercisable to acquire 1,575,000 Common Shares, representing 11.53% of the outstanding Common Shares on an undiluted basis and 12.37% on a partially diluted basis (assuming the exercise of the Options), based upon 166,095,415 Common Shares being outstanding following the closing of the Private Placement.

Mr. Adamo acquired and intends to hold the securities for investment purposes. Mr. Adamo depending on market and other conditions, may increase its beneficial ownership, control or direction over the Common Shares or other securities of Minsud through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise, in accordance with applicable securities regulations. Depending on market or other conditions, Mr. Adamo may sell all or a portion of the Common Shares.

An early warning report with additional information with respect to Mr. Adamo will be filed on SEDAR+ at www.sedarplus.ca copies of which may be obtained by contacting the persons listed below.

About Minsud Resources Corp.

Minsud is a mineral exploration company focused on exploring its flagship Chita Valley Cu-Mo-Au-Ag-Pb-Zn Project, in the Province of San Juan, Argentina. The Company's shares are listed on the TSX-V under the trading symbol "MSR", and on the OTCQX under the symbol "MDSQF".

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:

This news release includes certain information that may constitute forward-looking information under applicable Canadian securities laws. Forward-looking information includes, but is not limited to, strategic plans, spending commitments, future operations, future work programs, and statements regarding the Private Placement, including the use of proceeds raised thereunder and TSXV approval. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information including, but not limited to: changes in national and local government, legislation, taxation, controls, regulations and political or economic developments in Canada and Argentina or other countries in which the Company may carry on business in the future; operating or technical difficulties in connection with exploration and development activities; fluctuations in the currency markets (such as the Canadian dollar, Argentina peso, and the U.S. dollar); risks and hazards associated with the business of mineral exploration and development (including environmental hazards or industrial accidents); risks relating to the credit worthiness or financial condition of suppliers and other parties with whom the Company does business;

presence of laws and regulations that may impose restrictions on mining, including those currently enacted in Argentina; employee relations; relationships with and claims by local communities; availability and increasing costs associated with operational inputs and labour; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses, permits and approvals from government authorities; business opportunities that may be presented to, or pursued by, the Company; challenges to, or difficulty in maintaining, the Company's title to properties; risks relating to the Company's ability to raise funds; fluctuations in commodity prices and the factors identified in the Company's continuous disclosure documents filed on SEDAR+. 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. All forward-looking information contained in this news release is given as of the date hereof and is based upon the opinions and estimates of management and information available to management as at the date hereof. 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 required by law.

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FOR FURTHER INFORMATION PLEASE CONTACT:

Agustin Dranovsky, President and Chief Executive Officer, info@minsud.com, +1 416-479-4466

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