

# STLLR Gold Announces Upsize of Bought Deal Private Placement

23.09.2025 | [Newsfile](#)

Toronto, September 23, 2025 - [STLLR Gold Inc.](#) (TSX: STLR) (OTCQX: STLRF) (FSE: O9D) ("STLLR" or the "Company") is pleased to announce that as a result of strong investor demand, the Company has amended its agreement with Paradigm Capital Inc. ("Paradigm") and SCP Resource Finance LP ("SCP" and together with Paradigm, the "Co-Lead Underwriters") to increase the size of its previously announced "bought deal" private placement (the "Offering") to raise gross proceeds of C\$15,760,110.40. Pursuant to the upsized Offering, the Co-Lead Underwriters, as joint bookrunners and co-lead underwriters, on their own behalf and on behalf of a syndicate of underwriters to be formed (the "Underwriters"), have agreed to purchase for resale:

1. 2,790,200 common shares in the capital of the Company (the "Common Shares") that will qualify as flow-through shares (within the meaning of subsection 66(15) of the Income Tax Act (Canada)) sold on a charitable flow-through basis (the "Premium FT Shares") at a price of C\$1.792 per Premium FT Share for gross proceeds of C\$5,000,038.40;
2. 3,246,800 Common Shares that will qualify as flow-through shares (within the meaning of subsection 66(15) of the Income Tax Act (Canada)) sold on a flow-through basis (the "FT Shares") at a price of C\$1.54 per FT Share for gross proceeds of C\$5,000,072; and
3. 4,500,000 Common Shares (the "Hard Dollar Shares" and together with the Premium FT Shares and the FT Shares, the "Bought Shares") (which for greater certainty will not qualify as "flow-through shares") at a price of C\$1.28 per Hard Dollar Share for gross proceeds of C\$5,760,000 and aggregate gross proceeds under the Offering of C\$15,760,110.40.

The terms and sizing of the previously announced concurrent Best Efforts Private Placement and Non-Brokered Private Placement remain unchanged. For further information on the concurrent Best Efforts Private Placement and Non-Brokered Private Placement, please refer to the Company's news release dated September 22, 2025, which is available on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

The Bought Shares will be offered for sale to eligible purchasers pursuant to applicable exemptions from the prospectus requirements in each of the Provinces of Canada under National Instrument 45-106 - Prospectus Exemptions, and in other agreed to selling jurisdictions. The Bought Shares will be subject to a restricted hold period of four months and one day following the closing of the Offering. The Underwriters will be paid by the Company on closing of the Offering a cash commission equal to 6% of the gross proceeds of the Offering.

In addition, the Company has granted the Underwriters an over-allotment option, exercisable in whole or in part at any time and from time to time, up to and including the date which is two business days prior to the closing of the Offering, in the sole discretion of the Underwriters, to purchase from the treasury of the Company up to an additional number of Bought Shares as is equal to 15% of the number of the Bought Shares to be issued pursuant to the Offering, on the same terms as set forth above, to cover over-allotments, if any, and for market stabilization purposes.

An amount equal to the gross proceeds from the issuance of the Bought Shares will be used to incur "Canadian exploration expenses" as defined in the Income Tax Act (Canada) that will qualify as "flow-through mining expenditures", as defined in subsection 127(9) of the Income Tax Act (Canada) (the "Qualifying Expenditures"). The Qualifying Expenditures will be incurred on or before December 31, 2026, and an amount of such Qualifying Expenditures equal to the gross proceeds from the issuance of the Bought Shares will be renounced by the Company to the subscribers of the Bought Shares with an effective date no later than December 31, 2025.

The net proceeds from the sale of the Hard Dollar Shares will be used for non flow-through eligible operating

expenses and for general corporate and working capital purposes and the gross proceeds from the sale of the Premium FT Shares and FT Shares will be used for exploration expenditures on the Company's exploration properties.

The upsized Offering is expected to close on or about October 15, 2025, or such other date as agreed between the Company and the Co-Lead Underwriters, and are subject to certain conditions including, but not limited to, the receipt of all necessary corporate and regulatory approvals, including the approval of the Toronto Stock Exchange and the applicable securities regulatory authorities. No securities regulatory authority has either approved or disapproved of the contents of this news release.

It is anticipated that insiders of the Company may participate in the Offering. By virtue of their participation, the Offering would constitute a "related party transaction" for the purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects to release a material change report including details with respect to the related party transactions less than 21 days prior to the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Offering in an expeditious manner. It is anticipated that the participation by the insiders of the Company in the Offering will not be subject to the minority approval and formal valuation requirements under MI 61-101 as neither the fair market value of the subject matter, nor the fair market value of the consideration for the Common Shares, insofar as it involves the insiders, exceeded 25% of STLLR's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

#### About STLLR Gold

STLLR Gold Inc. (TSX: STLR) (OTCQX: STLRF) (FSE: O9D) is a Canadian gold development company actively advancing high-potential gold projects in Canada: The Tower Gold Project and the Hollinger Tailings Project in the Timmins Mining Camp in Ontario and the Colomac Gold Project located north of Yellowknife, Northwest Territories. Tower and Colomac have the potential to become large-scale, long-life operations and are surrounded by exploration land with favourable upside potential. STLLR's experienced management team, with a track record of successfully advancing projects and operating mines, is working towards rapidly advancing these projects.

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#### Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to information with respect to the Company's exploration initiatives; the concurrent closing of the Offering, the Best Efforts Private Placement and the Non-Brokered Private Placement; the use of proceeds; and the Toronto Stock Exchange approval. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "advancing", "working towards", "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 state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved".

Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or

achievements of STLLR to be materially different from those expressed or implied by such forward-looking information, including risks associated with the exploration, development and mining such as economic factors as they effect exploration, future commodity prices, changes in foreign exchange and interest rates, actual results of current exploration activities, government regulation, political or economic developments, ongoing wars and their effect on supply chains, environmental risks, pandemic risks, permitting timelines, capital expenditures, operating or technical difficulties in connection with development activities, employee relations, the speculative nature of gold exploration and development, including the risks of diminishing quantities of grades of reserves, contests over title to properties, and changes in project parameters as plans continue to be refined as well as those risk factors discussed in the Company's annual information form for the year ended December 31, 2024, available on [www.sedarplus.ca](http://www.sedarplus.ca). Although STLLR has attempted to identify important factors that could 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. 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. STLLR does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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