

Capitan Silver Announces Closing of C\$23 Million Bought Deal Financing, Including Full Exercise of the Underwriters' Option

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Vancouver, December 17, 2025 - [Capitan Silver Corp.](#) (TSXV: CAPT) ("Capitan" or the "Company") is pleased to announce the closing of its previously announced "bought deal" private placement (the "Offering") of an aggregate of 11,333,250 common shares of the Company (the "Common Shares") at a price of C\$2.03 per Common Share for aggregate gross proceeds to the Company of C\$23,006,497.50, including full exercise of the option granted to the Underwriters (as defined below).

Stifel Canada, as sole bookrunner and lead underwriter, together with TD Securities Inc., BMO Capital Markets and Canaccord Genuity Corp. (collectively, the "Underwriters") acted as underwriters in connection with the Offering pursuant to the terms of an underwriting agreement dated December 17, 2025.

The net proceeds of the Offering shall be used to fund exploration activities at the Company's Cruz de Plata gold-silver project and for working capital and general corporate purposes, as is more fully described in the Amended and Restated Offering Document (as defined below).

In accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Common Shares were issued to purchasers resident in certain provinces of Canada pursuant to the "listed issuer financing exemption" (the "Listed Issuer Financing Exemption") under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption. Pursuant to the Listed Issuer Financing Exemption, the Common Shares issued pursuant to the Offering are not subject to a statutory hold period pursuant to applicable Canadian securities laws; provided, however, that the Common Shares issued pursuant to the Offering to certain insiders of the Company are subject to a hold period pursuant to the policies of the TSX Venture Exchange which will expire on April 18, 2026. The Common Shares were also offered in the United States or to, or for the account or benefit of, U.S. persons by way of private placement pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws.

As consideration for their services, the Company paid the Underwriters an aggregate cash commission of approximately C\$1,372,473. The Offering is subject to final acceptance of the TSX Venture Exchange.

Robert Scott, an insider of the Company, a corporation beneficially owned by Graham Scott, an insider of the Company, Michael Gentile, an insider of the Company, and Jupiter Gold & Silver Fund, an investment fund managed by Jupiter Investment Management Limited, an insider of the Company (collectively, the "Related Parties"), subscribed for 10,000 Common Shares, 50,000 Common Shares, 100,000 Common Shares and 1,800,000 Common Shares, respectively, under the Offering on the same terms as arm's length investors. The participation of the Related Parties in the Offering constitutes 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 is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Offering in reliance on sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101, as no securities of the Company are listed or quoted on the specified markets and neither the fair market value of the securities issued to the Related Parties nor the fair market value of the consideration for the securities issued to the Related Parties exceeds 25% of the Company's market capitalization as calculated in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible.

There is an amended and restated offering document (the "Amended and Restated Offering Document")

related to the Offering that can be accessed under the Company's issuer profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.capitansilver.com.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States. The securities described herein have not been, and will not be, registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Capitan Silver Corp.

Capitan Silver is defining a new high-grade silver system at its Cruz de Plata project, located in the heart of Mexico's primary silver belt. The Company is led by a proven and accomplished management team that has previously advanced three projects into production, on time and on budget. The Company has been diligent in maintaining a tight share structure and has one of the tightest share structures among its peer group, with the top three shareholders owning over 38% of the Company's share capital. Capitan Silver is fully funded and actively drilling at its Cruz de Plata Silver project.

ON BEHALF OF CAPITAN SILVER CORP.

"Alberto Orozco"

Alberto Orozco, CEO

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Certain statements in this press release may be considered forward-looking information. These statements can be identified by the use of forward-looking terminology (e.g., "expect", "estimates", "intends", "anticipates", "believes", "plans") and include statements regarding the proposed use of proceeds of the Offering and the timing and ability of the Company to receive necessary approvals, including the final acceptance of the Offering from the TSX Venture Exchange. Such information involves known and unknown risks -- including the inability of the Company to obtain necessary approvals, the availability of funds, the results of financing and exploration activities, the interpretation of exploration results and other geological data, or unanticipated costs and expenses and other risks identified by Capitan in its public securities filings that may cause actual events to differ materially from current expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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