

Copper Road Announces Closing of Second Tranche of Financing

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TORONTO, Dec. 31, 2025 - [Copper Road Resources Inc.](#) (TSX-V: CRD) ("Copper Road Resources" or the "Company") is pleased to announce that it has closed the second and final tranche (the "Second Tranche") of its previously announced non-brokered private placement (the "Offering") consisting of the sale of: (i) 3,380,889 flow-through units (the "FT Units") at a price of \$0.045 per FT Unit, (ii) 2,700,000 flow-through units at a price of \$0.05 per FT Unit, and (iii) 6,312,500 hard-dollar units (the "Units") at a price of \$0.04 per Unit for aggregate gross proceeds of \$539,640.

Each Unit consists of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each FT Unit consists of one common share and one Warrant of the Company each to be issued as a "flow-through share" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada). Each Warrant shall entitle the holder to purchase one common share of the Company at a price of \$0.05 at any time on or before that date which is 18 months after the date of issuance.

The gross proceeds from the sale of the FT Units will be used to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in *Income Tax Act* (Canada) ("Qualifying Expenditures"). All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2025. It is anticipated that the proceeds from the sale of FT Units will be used for exploration of the Ben Nevis Project or on the Company's other Ontario properties.

A certain director of the Company subscribed for an aggregate of 1,111,111 FT Units under the Offering which participation 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 Company is relying on an exemption from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a), as the fair market value of the participation is not more than 25% of the Company's market capitalization.

Completion of the Offering is subject to receipt of all necessary regulatory approvals, including approval of the TSX Venture Exchange. The securities issued pursuant to the Offering will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws.

In connection with the closing of the Second Tranche, the Company has agreed to pay a cash commission in the aggregate of \$33,000 to eligible finders and to issue 100,000 finder warrants each exercisable for a common share of the Company at a price of \$0.05 for a period of 18 months.

All Units issued under the Offering were issued at a price of \$0.04 per Unit. The press release issued by the Company on December 29, 2025 incorrectly stated Units were offered for sale at \$0.035 per Unit.

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 U.S. state security laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with requirements of an applicable exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

For further information, please contact:
Brian Howlett, CPA
President and CEO
Copper Road Resources Inc.

brian@copperroadresources.ca
www.copperroadresources.ca
1-647-227-3035

Neither the TSX Venture Exchange nor its Market Regulator (as that term is defined in the policies of the TSX Venture Exchange) have reviewed or accept responsibility for the adequacy or accuracy of this release.

Caution Regarding Forward-Looking Information

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Copper Road Resources. Forward-looking statements include estimates and statements that describe Copper Road Resource's future plans, objectives or goals, including words to the effect that Copper Road Resources or its 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". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Copper Road Resources, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements regarding the Offering, regulatory approvals, intended use of proceeds of the Offering and tax treatment of the Offering. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure or inability to complete the Offering on disclosed terms or at all, regulatory approval processes, failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Copper Road Resources 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.

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