

Camino Minerals Corp. Announces Restructured Private Placement of up to C\$2.0 Million and Proposed Consolidation

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VANCOUVER, January 10, 2025 - [Camino Minerals Corp.](#) (TSXV:COR) (OTC PINK:CAMZF) ("Camino" or the "Company") today announced that, following discussions with the TSX Venture Exchange (the "TSXV"), the Company has restructured its previously announced C\$2 million non-brokered private placement (as restructured, the "Financing"), as announced in its news release dated November 28, 2024. The Company also announced today a proposed consolidation of the common shares of the Company on a 6:1 basis, which is expected to be completed prior to closing of the Financing, subject to TSXV acceptance.

Restructured Financing

The Financing will continue to provide for an equity raise of aggregate gross proceeds of up to C\$2.0 million, but will now contemplate the completion of a consolidation of the common shares of the Company (each, a "Share") on a 6:1 basis (the "Consolidation") prior to closing of the Financing, such that the Financing will consist of the issuance of up to 9,523,809 post-Consolidation Shares at an issue price (on a post-Consolidation basis) of C\$0.21 per Share. The Company may pay finders' fees to certain eligible finders in connection with the Financing, in accordance with applicable securities laws and the policies of the TSXV. The Financing is expected to be completed in one or more tranches, with participation in the Financing by Denham Capital Management LP ("Denham Capital") or an affiliate thereof in the amount of \$500,000, Mr. Jay Chmelauskas, CEO of Camino, who plans to invest C\$200,000, and certain other insiders.

The gross proceeds from the Financing will be applied towards corporate working capital, legal expenses, engineering studies, and general administrative expenses.

In addition, the Company plans to commence an exploration drilling campaign at its Los Chapitos copper property in Peru with an additional C\$1.5M in funding that was previously received from its partner Nittetsu Mining Co., Ltd., as announced on December 12, 2024.

Separate Denham Capital-advised funds hold an aggregate shareholder interest in Camino of approximately 15% and Justin Machin, a Managing Director of Denham Capital, is also a member of the Camino board of directors.

The participation in the Financing by related parties constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") and Policy 5.9 - Protection of Minority Security Holders in Special Transactions of the TSXV. Pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, the Company is exempt from obtaining a formal valuation and minority approval of the Company's shareholders in respect of the related party participation in the Financing due to the fair market value of the related party participation being below 25% of the Company's market capitalization for the purposes of MI 61-101.

All Shares issued and sold under the Financing will be subject to a hold period expiring four months and one day from their date of issuance. Completion of the Financing remains subject to the receipt of all necessary regulatory approvals, including TSXV approval of the Consolidation (as described below).

Consolidation

The Consolidation is being undertaken to better align the issue price of the Shares in the Financing with the policies of the TSXV governing the minimum permissible issue price per Share issued in a financing, which, given the particulars of the Financing (which is being conducted in the context of the Company's previously announced acquisition of the construction-ready Puquios copper mine in Chile) and taken together with the application of the definition of "Market Price" in TSXV Policy 1.1 - Interpretation, require the Shares to be issued at an issue price of not less than C\$0.05. Completion of the Consolidation remains subject to TSXV

acceptance, subject to the receipt of which, the articles of the Company empower the Board of Directors of the Company (the "Board of Directors") to approve and implement the Consolidation by a resolution of the Board of Directors. Closing of the Financing will be subject to the approval and implementation of the Consolidation. There are currently 209,251,638 pre-Consolidation Shares issued and outstanding. After giving effect to the Consolidation (but prior to closing of the Financing), there will be an aggregate of 34,875,273? Shares issued and outstanding.

About Camino Corp.

Camino is a discovery and development stage copper exploration company. On October 7, 2024, Camino signed a Definitive Agreement to purchase the construction-ready Puquios copper mine in Chile. Camino is focused on developing copper producing assets such as Puquios, and advancing its IOCG Los Chapitos copper project located in Peru through to resource delineation and development, and to add new discoveries. Camino has also permitted the Maria Cecilia copper porphyry project for exploration discovery drilling to add to its NI 43-101 resources. In addition, Camino has increased its land position at its copper and silver Plata Dorada project. Camino seeks to acquire a portfolio of advanced copper assets that have the potential to deliver copper into an electrifying copper intensive global economy. For more information, please refer to Camino's website at www.caminocorp.com.

ON BEHALF OF THE BOARD

/S/ "Jay Chmelauskas"
President and CEO

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

Cautionary Note Regarding Forward-Looking Statements: Certain disclosures in this release constitute forward-looking information. In making the forward-looking disclosures in this release, the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company. Forward-looking information in the release includes, without limitation, the terms and conditions of the Financing, the Consolidation, the subscription commitments to the Financing, the closing of the Puquios Acquisition, the use of proceeds of the Financing, the timing and ability of the Company to obtain final approval of the Financing and Consolidation from the TSXV, and an exemption being available under MI 61-101 and Policy 5.9 of the TSX Venture Exchange from the minority shareholder approval and valuation requirements. Although the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking information in this release is subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking information. Such risk factors include, among others, that actual results of the Company's exploration activities may be different than those expected by management, that the Financing may not be fully subscribed or completed on the terms described herein, that the Company may be unable to obtain or will experience delays in obtaining any required authorizations and approvals and the state of equity and commodity markets. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

SOURCE: Camino Minerals Corp

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