Stakeholder Closes Private Placement

written by Raj Shah | November 18, 2025

November 18, 2025 (Source) – Stakeholder Gold Corp. (TSXV: SRC) ("Stakeholder" or the "Company") is pleased to announce the closing of a non-brokered private placement financing ("**Private Placement**"), raising gross proceeds of $2,500,000 CAD through the issuance of 3,125,000 Units at $0.80 per Unit. Each Unit consists of one common share ("**Common Share**") priced at $0.80 per Common Share, and one half of one common share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder to purchase one additional Common Share at $1.20 for a period of two years from the closing of the Private Placement.

Each whole Warrant has an early exercise provision that allows the Company to trigger exercise of the Warrant when the 10-day average price of Common Shares traded on the TSX Venture Exchange exceeds $1.50 per share. Thirty days (30) after the trigger date, any unexercised Warrants will be deemed to be null and void. All securities issued under this Private Placement will be subject to a 'hold' period expiring four months and one day from the date of closing.

Proceeds will be used for exploration on the Company's Ballarat Exploration Project in the White Gold District located in the Yukon Territory, Canada and for developing the Company's exotic stone quartzite business in Minas Gerais, Brazil.

Insiders of the Company (the "insiders") have invested in this Private Placement subscribing for in aggregate 120,000 Units, or gross proceeds of $96,000 CAD. The participation of insiders in the Private Placement constitutes a "related party transaction" within the meaning of Multilateral Instrument

61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and the policies of the TSX. The Company is relying on exemptions from the formal valuation and minority approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation by insiders will not exceed 25% of the fair market value of the Company's market capitalization. The Company did not file a material change report at least 21 days prior to the completion of the Private Placement because the existence of any placement or insiders' participation therein had not been determined at that time.

This Private Placement does not result in any new insiders or control persons of the Company, and closing is subject to final approval by the TSX Venture Exchange.

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Forward-Looking Information

This news release contains forward-looking information. All information, other than information of historical fact, constitute "forward-looking statements" and includes any information that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including the Corporation's strategy, plans or future financial or operating performance.

When used in this news release, the words "estimate", "project", "anticipate", "expect", "intend", "believe", "hope", "may" and similar expressions, as well as "will", "shall" and other indications of future tense, are intended to identify forward-

looking information. The forward-looking information is based on current expectations and applies only as of the date on which they were made. The factors that could cause actual results to differ materially from those indicated in such forward-looking information include, but are not limited to, the ability of the Corporation to fund the exploration expenditures required under the Agreement. Other factors such as uncertainties regarding government regulations could also affect the results. Other risks may be set out in the Corporation's annual financial statements, MD&A and other publicly filed documents.

The Corporation cautions that there can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information. Except as required by law, the Corporation does not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.

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