

NV Gold Corporation Closes First Tranche Of Its Previously Announced Non-Brokered Private Placement

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VANCOUVER, July 3, 2025 - [NV Gold Corp.](#) (TSXV:NVX)(OTCQB:NVGLF)(FSE:8NV) ("NV Gold" or the "Company") is pleased to announce that it has closed the first tranche (the "First Tranche") of its non-brokered private placement (the "Private Placement"), as previously announced in the Company's news release dated May 22, 2025. The Company intends to close a second tranche of the Private Placement in the coming weeks under the same terms.

In connection with the First Tranche, NV Gold issued 3,498,000 units (each, a "Unit") at a price of \$0.10 per Unit for aggregate gross proceeds of \$349,800. Each Unit consists of one common share in the capital of the Company (each, a "Common Share") and one non-transferable Common Shares purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one Common Share at a price of \$0.20 per Common Share for a period of 24 months from the date of issuance, subject to an acceleration provision should the Common Shares have a closing price of \$0.40 per Common Share for a period of 5 consecutive trading days.

The Company intends to use the proceeds of the First Tranche for exploration activities at the Company's Slumber Gold Project and for general working capital purposes.

All securities issued pursuant to the First Tranche will be subject to a statutory hold period of four months plus one day from the date of issuance, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. No finder's fees were paid in connection with the First Tranche.

None of the securities sold in connection with the First Tranche have been and will not be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

The First Tranche and any subsequent tranches are subject to the final approval of the TSX Venture Exchange.

Early Warning Disclosure

John Watson, President, Chairman, CEO and a director of the Company, purchased a total of 2,950,000 Units in the First Tranche at a price of \$0.10 per Unit for aggregate consideration of \$295,000. Prior to closing of the First Tranche, Mr. Watson held 7,202,121 Common Shares, 97,500 stock options and 1,025,000 common share purchase warrants, with each stock option and warrant entitling Mr. Watson to purchase one additional Common Share upon payment of additional consideration to the Company. These Common Shares, stock options and warrants represented approximately 47.27% of the Company's then-issued and outstanding Common Shares on an undiluted basis and approximately 50.88% of the Company's then-issued and outstanding Common Shares on a partially diluted basis, assuming conversion of Mr. Watson's stock options and warrants into Common Shares. Following the completion of the First Tranche, Mr. Watson beneficially owns and controls an aggregate of 10,152,121 Common Shares, 97,500 stock options and 3,975,000 common share purchase warrants, representing approximately 54.20% of the Company's issued and outstanding Common Shares on an undiluted basis and approximately 62.35% of the Company's issued and outstanding Common Shares on a partially diluted basis, assuming conversion of Mr. Watson's stock options and warrants into Common Shares.

The participation by Mr. Watson in the First Tranche 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 First Tranche is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Section 5.5(b) of MI 61-101 as the Company is not listed on a specified market within the meaning of MI 61-101. Additionally, the First Tranche is exempt from the minority approval requirement in Section 5.6 of MI 61-101 in reliance on Section 5.7(1)(a) of MI 61-101 insofar as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Units purchased by Mr. Watson exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the First Tranche as the details and amounts of Mr. Watson's participation were not finalized until closer to closing and the Company wished to close the transaction as soon as practicable for sound business reasons.

The Units were acquired by Mr. Watson for investment purposes. Mr. Watson may acquire additional securities of the Company, including on the open market or through private acquisitions, or sell securities of the Company, including on the open market or through private dispositions, in the future depending on market conditions, reformulation of plans and/or other relevant factors.

Both the Company and Mr. Watson can be contacted at the Company's head office at #250 - 750 West Pender Street, Vancouver, BC, V6C 2T7.

A copy of Mr. Watson's early warning report will appear on the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

About NV Gold Corporation

NV Gold Corporation is a well-organized exploration company with 18.7 million shares issued and outstanding. NV Gold has 21 exploration projects in Nevada comprising 639 100%-Company-owned lode mining claims totaling 53.4 square kilometers (20.6 square miles). The Company is based in Vancouver, British Columbia, and Reno, Nevada, and is focused on delivering value through mineral discoveries in Nevada, USA.

Leveraging its expansive property portfolio, its highly experienced in-house technical team, and its extensive geological data library, 2025 promises to be highly productive for NV Gold.

On behalf of the Board of Directors,

John Watson, President, Chairman, CEO and Director

For further information, visit the Company's website at www.nvgoldcorp.com or contact

Freeform Communications at 604.245.0054

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

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including expectations regarding the Company's use of the proceeds from the First Tranche, the receipt of regulatory approvals and acceptance of the TSXV and that the Company intends to close a second tranche of the Private Placement in the future. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof 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" or the negative connotation thereof.

In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will obtain the required regulatory and TSXV approvals for the First Tranche; that the Company's financial condition and development plans will not change as a result of unforeseen events; that the Company will close a subsequent tranche of the Private Placement, and that the Company will use the proceeds of the First Tranche as currently anticipated.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things: delays in obtaining or failures to obtain required regulatory and TSXV approvals for the First Tranche and market uncertainty.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by 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 forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information.

SOURCE: NV Gold Corporation

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