

Talisker Closes C\$3.6 Million Private Placement

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TORONTO, Nov. 06, 2023 - [Talisker Resources Ltd.](#) ("Talisker" or the "Company") (TSX: TSK, OTCQX: TSKFF) is pleased to announce that it has closed the non-brokered private placement previously announced on October 18, 2023, raising total gross proceeds of approximately C\$3.6 million (the "Offering"). In connection with the Offering, the Company issued an aggregate of 4,611,733 common share units (the "Units") at a price of C\$0.30 per Unit and 6,363,178 flow-through units (the "FT Units", and together with the Units, the "Offered Securities") of the Company at a price of C\$0.35 per FT Unit.

Each Unit consists of one common share of the Company (a "Common Share") and one-half common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.50 until November 6, 2025. Each FT Unit consists of one Common Share issued as a "flow-through share" (each, a "FT Share") within the meaning of the *Income Tax Act* (Canada) (the "Tax Act") and one-half of one Warrant.

The Company intends to use the proceeds of the Offering for the exploration on the Company's projects in British Columbia as well as for general working capital purposes. The gross proceeds from the sale of the FT Shares will be used by the Company to incur resource exploration expenses which will constitute "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act and "flow-through mining expenditures" as defined in subsection 127(9) of the Tax Act, which will be renounced with an effective date no later than December 31, 2023 to the purchasers of the FT Units in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares.

In connection with the Offering, the Company paid finder's fees equal to 6% of the gross proceeds of the Offering and issued finder's warrants ("Finder's Warrants") equal to 6% of the number of Offered Securities to finders including Red Cloud Securities Inc., Research Capital Corp., amongst others (in each case, other than in respect of sales to certain purchasers on the Company's president's list). Each Finder's Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.33 until November 6, 2025.

The Offered Securities and issued pursuant to the Offering, including the Warrants and Finder's Warrants, are subject to a four month hold period pursuant to applicable securities laws.

Certain insiders of the Company subscribed for an aggregate of 666,667 Units and 160,714 FT Units pursuant to the Offering. Participation by such insiders in the Offering was considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with insiders' participation in the Offering in reliance of sections 5.5(a) and 5.7(1)(a) of MI 61-101. A material change report in connection with the participation of insiders in the Offering will be filed less than 21 days in advance of the closing of the Offering, which the Company deemed reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Offering in an expeditious manner.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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About Talisker Resources Ltd.

Talisker (taliskerresources.com) is a junior resource company involved in the exploration and development of gold projects in British Columbia, Canada. Talisker's flagship asset is the high-grade, fully permitted Bralorne Gold Project where the Company is currently transitioning into underground production at the Mustang Mine. Talisker projects also include the Ladner Gold Project, an advanced stage project with significant exploration potential from an historical high-grade producing gold mine and the Spences Bridge Project where the Company holds ~85% of the emerging Spences Bridge Gold Belt, and several other early-stage Greenfields projects.

Caution Regarding Forward Looking Statements

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on Talisker's current belief or assumptions as to the outcome and timing of such future events. In particular, this press release contains forward-looking information relating to, among other things, the use of proceeds and receipt of TSX approval. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to Talisker. Although such statements are based on reasonable assumptions of Talisker's management, there can be no assurance that any conclusions or forecasts will prove to be accurate.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined, risks relating to variations in grade or recovery rates, risks relating to changes in mineral prices and the worldwide demand for and supply of minerals, risks related to increased competition and current global financial conditions, access and supply risks, reliance on key personnel, operational risks regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks, title and environmental risks and risks relating to the failure to receive all requisite shareholder and regulatory approvals.

The forward-looking information contained in this release is made as of the date hereof, and Talisker is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

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