

Fairchild Announces Upsizing of Its Private Placement

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Vancouver, May 28, 2025 - [Fairchild Gold Corp.](#) (TSXV: FAIR) ("Fairchild" or the "Company") is pleased to announce it has upsized its previously announced non-brokered private placement. The Company intends to raise up to an additional \$1,000,000 (the "Offering") through the issuance of up to 16,66,666 units (each, a "Unit") at a price of \$0.06 per Unit. The Company previously closed a first tranche of the Offering on April 22, 2025 for gross proceeds of \$810,000.

Each Unit is comprised of one common share (a "Common Share") in the capital of the Company and one common share purchase warrant (a "Warrant"), whereby each whole Warrant shall be convertible into an additional Common Share at an exercise price of \$0.15 for a period of sixty (60) months from the date of issuance. The Warrants include an acceleration clause to the effect that if the daily volume weighted average closing price of the common shares on the TSX Venture Exchange is at least \$0.50 per Common Share for a period of five (5) consecutive trading days, 12 months after the closing date of the Offering (the "Triggering Event"), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 10 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.

Closing of the Offering, anticipated on or before June 6, 2025, is subject to certain conditions including, but not limited to, the receipt of applicable regulatory approvals, including the approval of the TSX Venture Exchange. All securities issued under the Offering are subject to a hold period expiring four months and one day from the closing date. Fairchild intends to use the net proceeds of the Offering for geophysical surveys and expanded field work at the Company's Project in Nevada, as well as marketing and general working capital purposes.

The Company may pay a cash commission of up to 8% of the gross proceeds raised in the Offering to eligible finders, agents, or brokers. In addition, the Company may issue compensation shares ("Finder's Shares") equal to 4% of the number of Common Shares issued at a deemed price of \$0.06 per Common Share, and finder's warrants ("Finder's Warrants") exercisable for 60 months at an exercise price of \$0.10, representing 4% of the aggregate number of Units issued.

Certain insiders of the Company may acquire Units. Such participation will each be considered 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 intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Offering due to the fair market value of the related party participation being below 25% of the Company's market capitalization for purposes of MI 61-101. The Company will file a material change report in respect of the Offering. However, the material change report will be filed less than 21 days prior to the closing of the Offering, which is consistent with market practice and the Company deems reasonable in the circumstances.

This press release does not constitute an offer to sell nor is a solicitation of an offer to buy 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.

About Fairchild Gold Corp.

Fairchild Gold Corp is a mineral exploration company focused on acquiring, exploring, and developing

high-quality mineral properties in mining-friendly jurisdictions. The Company's flagship Nevada Titan Project is in the historic Goodsprings mining district in Nevada, USA. The Company is also the 100% owner of the Fairchild Lake Property consisting of 108 mining claims covering an area of 2,224 hectares, located approximately 250 kilometres northwest of the city of Thunder Bay in the Patricia Mining Division, Ontario.

On behalf of the Board of Directors

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

Cautionary Statement Regarding Forward-Looking Information

This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this press release contains forward-looking statements concerning the upsizing and the closing of its private placement offering. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

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Forward-looking information should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking information is based on information available at the time and/or the Company management's good faith belief with respect to future events and is subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company's control. For additional information with respect to these and other factors and assumptions underlying the forward-looking information made in this news release, see the Company's most recent Management's Discussion and Analysis and financial statements and other documents filed by the Company with the Canadian securities commissions and the discussion of risk factors set out therein. Such documents are available at www.sedarplus.ca under the Company's profile and on the Company's website, <https://fairchildgold.com/>. The forward-looking information set forth herein reflects the Company's expectations as at the date of this news release and is subject to change after such date. The Company 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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