Stroud Resources Ltd. Announces Conversion of Debenture

14.09.2023 | GlobeNewswire

TORONTO, Sept. 14, 2023 - Stroud Resources Ltd. (TSXV: SDR) ("Stroud" or "Company") announces the maturity of its convertible debenture issued on May 29, 2023. On maturity the issuer was satisfied through the issuance of 6,000,000 units.

The Company has converted a debenture in the amount of $600,000 with the issuance of 6,000,000 units. Each unit comprises one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of $0.10 for a period of three (3) years from closing.

Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, acquired the units following conversion of this debenture. Prior to the conversion, Mr. Sprott beneficially owned 25,277,777 common shares representing approximately 49.0% of the outstanding common shares on a non-diluted basis. As a result of the conversion of the debenture and consistent with 2176423 Ontario's early warning report dated May 30, 2023, Mr. Sprott beneficially owns 31,277,777 common shares and 6,000,000 warrants of the Company representing approximately 54.3% of the outstanding common shares on an undiluted basis and 58.6% assuming exercise of such warrants.

The participation by 2176423 Ontario Ltd. constitutes a "related party transaction" pursuant to 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 Section 5.5(b) and Section 5.7(1)(b) of MI 61-101, respectively, on the basis that the Company is not listed on the specified markets and the fair market value of the securities does not exceed $2,500,000.

All securities will be subject to a four-month hold period from the original closing date of May 29, 2023.

Proceeds raised through the issue of Units will be used for general working capital purposes.

About Stroud Resources Ltd.
Stroud Resources is a TSXV listed company (TSXV: SDR) focused on the exploration and development of its Santo Domingo epithermal silver project in central Mexico.

For more information, please visit www.stroudsilver.com or contact Mirsad Jakubovic, Chief Financial Officer,

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THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements".

Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to the interpretation of the drill results, geology, grade and continuity of

mineral deposits.
Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.