

# NuLegacy Gold Commences Cdn \$ 1.0 Million Unit Private Placement

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RENO, Nev., Aug. 15, 2024 -- NuLegacy Gold commences a private placement of 100,000,000 units ("Units") at a price of C\$0.01 per Unit for gross proceeds of C\$1.0 million (the "Offering") sufficient to maintain the ownership and advance the value of its 100% ownership/controlling interest in the highly prospective Red Hill property in the Cortez Gold trend of Nevada through to December 2025.

Each Unit consists of one common share of the Company (a "Common Share") and one transferable warrant to purchase an additional Common Share for a period of five years at a *nominal*<sup>1</sup> exercise price of C\$0.05 per share (a "Warrant").

NuLegacy Gold is pleased to report that Crescat Capital, together with NuLegacy's directors and advisors have provided a minimum lead commitment of C\$550,000 to purchase 55 million Units of the total 100 million Unit Offering (the "Lead Commitment") described herein. Use of proceeds:

| Expenditure Item                                  | Assuming 100% of the Offering |
|---|-------------------------------|
| Mineral Properties Maintenance Costs <sup>2</sup> | \$399,000                     |
| General and Administrative                        | \$300,000                     |
| Issue expenses est'd.                             | 75,000                        |
| Related party expenses                            | 65,000                        |
| Unallocated Working Capital                       | \$161,200                     |
| Total:  | \$1,000,000                   |

Exploration Update: Since December 2023, our Exploration Manager Charles Weakly, and our team of successful<sup>3</sup> Carlin deposit discovery geologists completed a deep dive into the Red Hill database:

- Affirming<sup>4</sup> the promise of the previously identified as yet untested targets (four) in the Mid and South-rifts, and,
- Adding two new targets, one of which is outside the previous focus of exploration area, thus warranting this disclosure:
  1. Located well to the west and identified by the tried and true 'hand-calculations and cross-section creation' of Robert Leonardson<sup>5</sup>, long considered the 'dean' of Carlin-type gold system geologists, and
  2. Geologically analogous to the prolific Cambrian dolomite/Eureka gold systems just south of Red Hill in the Cortez trend, further details to follow upon full team review.

An Annual General Meeting is being called for October 7<sup>th</sup>, 2024, to approve capitalization restructuring: With the change of scale in the Company's operations (see "*More on Business and further cost rationalization*" below), it is considered the appropriate time for a roll back/reverse split of the Company's issued capital to assist the Company in re-establishing itself as a 'viable' enterprise.

NuLegacy Gold intends to seek shareholder and TSX Venture Exchange (the "Exchange") approvals for a

consolidation or reverse split of its capital stock on the basis of a 25 old shares to 1 new share ratio (the "Consolidation"). The Consolidation shall be subject to approval of 50% plus 1 vote of the votes cast at the Company's 2024 annual general meeting of shareholders as planned for October 7, 2024, to consider and, if deemed appropriate, approve the Consolidation.

Following the approvals and implementation of the Consolidation, the post-consolidated Warrant exercise price would be deemed to be C\$1.25; however, the Company intends to apply to the Exchange<sup>6</sup> to have the Warrant exercise price amended to an exercise price of C\$0.50 (the "Price Amendment"). Effectively that would make the warrant exercisable at C\$0.02 per share on a pre-reverse split basis, and the Company's new capitalization will be substantially as follows on a pre and post 25:1 reverse split (RS) basis:

|                                   | Pre-RS      | Post RS    |       |   |
|-----------------------------------|-------------|------------|-------|---|
| Current shares outstanding        | 636,573,953 | 25,462,958 | 63.8  | % |
| Planned PP financing              | 100,000,000 | 4,000,000  | 10.0  | % |
| Property cost reduction           | 42,000,000  | 1,680,000  | 4.2   | % |
| Sub-total of additions            | 142,000,000 | 5,680,000  | 14.2  | % |
| New total shares outstanding      | 778,573,953 | 31,142,958 | 78.1  | % |
| New wts with planned offering and |             |            |       |   |
| property cost reduction           | 142,000,000 | 5,680,000  | 14.2  | % |
| Existing wts                      | 40,742,400  | 1,629,696  | 4.1   | % |
| Existing options                  | 36,200,000  | 1,448,000  | 3.6   | % |
| Sub-totals of dilutables          | 218,942,400 | 8,757,696  | 21.9  | % |
| Fully diluted totals outstanding  | 997,516,353 | 39,900,654 | 100.0 | % |

As a condition for acceptance of the Price Amendment, the Exchange will require that if, for any 10 consecutive trading days during the unexpired term of the Warrants (the "Premium Trading Days"), the closing price of the Company's shares as traded on the Exchange exceeds the new exercise price by 25% or more (i.e., C\$0.625 or more), then the Warrants shall have a reduced exercise period of 30 days (the "Accelerated Exercise Period") which will begin no more than seven (7) calendar days after the tenth Premium Trading Day.

Property cost rationalization: NuLegacy Gold also announces that its subsidiary, [NuLegacy Gold Corp.](#) NV ("NuLegacy US"), and Idaho Resources Corporation, a subsidiary of [Metalla Royalty & Streaming Ltd.](#) ("Metalla"), have amended NuLegacy US' mining lease over a portion of the unpatented lode mining claims comprising the Red Hill Property (the "Idaho Claims") to eliminate NuLegacy US' obligation to incur annual exploration expenditures of ~US\$150,000 per annum on or for the benefit of the Idaho Claims for calendar years 2024 and 2025 in consideration for NuLegacy Gold issuing, subject to acceptance of the Exchange, a total of 42,000,000 units (the "Amendment Units") to Metalla at a deemed price of C\$0.01 per Amendment Unit and having an aggregate deemed price of C\$420,000. The Amendment Units will be issued on the same basis as the Units being offered under the Offering including, upon completion of the Consolidation and Exchange acceptance, the Price Amendment and Accelerated Exercise Period. The Company shall also discharge the 2% GSR in favour of NuLegacy Gold on the claims covered by the Idaho lease.

Mini-Max Participation: Apart from the Lead Commitment, the minimum 'individual' participation has been set at C\$3,500/US\$2,500, to provide our many long-term individual shareholders with the opportunity to participate. As most of the Company's expenditures are in US\$ we are happy to receive subscription payments in US\$ at a conversion price set at US\$1=C\$1.40.

Minimum/Maximum Subscriptions: Initial closing is scheduled for August 27<sup>th</sup>, 2024.

| Subscriber    | Minimum                | Maximum                  |
|---------------|------------------------|--------------------------|
| Individual    | C\$3,500 (US\$2,500)   | C\$140,000 (US\$100,000) |
| Institutional | C\$70,000 (US\$50,000) | C\$280,000 (US\$200,000) |

Business and further cost rationalization:

- As reported above, with the generous cooperation of the lessor of the Idaho Claims, we have reduced Red Hill's 'claims maintenance budget' to a more manageable US\$ ~275,000/year for 2024 and 2025 (from the ~US\$ 500,000 of BLM fees and minimum exploration expenditures, etc.).
- Since suspending drilling in December 2023, costs have been reduced significantly while advancing Red Hill's value (see above under "Target/Exploration Update"):
  1. Executive management personnel have been reduced by half, and the salaries/fees of the remaining executives have been reduced by 25%.
  2. Administrative staffing has also been reduced to the minimum required for maintenance of the Company's continuing business.
- Currently, NuLegacy Gold has four directors, and a search has begun to add two new directors, thus allowing our aging founding director Dr. Steininger the opportunity to retire, and to add new energy to the Company by having one of the candidates possibly assume the role of CEO, allowing Mr. Matter, who has had some health issues, to reduce his executive commitment to the Company.

Offering Notes: The Offering is subject to, among other things, acceptance of the Exchange and all securities issued pursuant to the Offering will be subject to a four month hold period from the date of Closing. In addition to any applicable resale restrictions under Securities Laws, all securities issued at a price or deemed price that is less than \$0.05, will be subject to the Exchange Hold Period of four months and legended accordingly. The Company may pay 7% finder's fees in cash or Common Shares or any combination thereof to certain finders and/or advisors in connection with the sale of Units in accordance with the policies of the Exchange.

Pursuant to the Lead Commitment, insiders of the Company have committed to subscribe for a minimum of 55 million Units of the Offering. Such insider participation will be exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") by virtue of the exemptions contained in sections 5.5(a) and 5.7(1) (a) of MI 61-101 on the basis that the fair market value of the consideration for the Units to be issued to the insiders will not exceed 25% of the Company's market capitalization.

*The Company expects to file a material change report in connection with, inter alia the Offering less than 21 days before the expected closing of the Offering as the Company wishes to close on an expedited basis in order to fund the annual BLM and county maintenance fees for the Red Hill property prior to the September 1, 2024 deadline and for sound business reasons.*

*The securities described herein 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 accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.*

About NuLegacy Gold: Exploration: NuLegacy is focused on exploring for high-grade Carlin-style gold deposits on its premier 108 sq. km (42 sq. mile) district scale Red Hill property. The Red Hill is on trend/adjacent<sup>1</sup> to three of Nevada Gold Mines' most profitable multi-million ounce Carlin-type gold mines; the Pipeline, Cortez and Goldrush<sup>11</sup> with their massive 50+ million ounces gold endowment. These are three of the world's thirty largest, lowest cost, highest grade, and politically safest gold mines, producing annually circa 3% of the world's gold.

1. The similarity and proximity of these deposits in the Cortez Trend including Goldrush are not necessarily indicative of the gold mineralization in NuLegacy's Red Hill Property.
2. Currently structured as an underground mine Goldrush contains P&P: 7.8 M oz @ 7.29 g/t; M&I: 8.5 M oz @ 7.07 g/t (inclusive of P&P); and Inferred: 4.5 M oz @ 6.0 g/t (as of December 31, 2021). Source: Corporate presentation of Nevada Gold Mines - Goldrush Underground dated September 22, 2022.

On Behalf Of The Board Of [NuLegacy Gold Corporation](#)

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For more information about NuLegacy visit: [www.nulegacygold.com](http://www.nulegacygold.com) or [www.sedarplus.ca](http://www.sedarplus.ca)

Dr. Roger Steininger, a Director of NuLegacy, is a Certified Professional Geologist (CPG 7417) and the qualified person as defined by NI 43-101, *Standards of Disclosure for Mineral Projects*, responsible for approving the scientific and technical information contained in this news release.

**Cautionary Statement on Forward-Looking Information:** *This news release contains forward-looking information and statements under applicable securities laws, which information and/or statements relate to future events or future performance (including, but not limited to, the Offering, the proposed size, timing and use of proceeds therefrom and the anticipated Lead Commitment for and participation of insiders in the Offering, the prospective nature of the Red Hill Property including the targets identified thereon and the proposed Consolidation, Warrant Price Amendment and post-Consolidation capitalization of the Company) and reflect management's current expectations and beliefs based on assumptions made by and information currently available to the Company. Readers are cautioned that such forward-looking information and statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected including, but not limited to, market conditions, availability of financing, actual results of exploration activities and drilling, unanticipated geological, stratigraphic and structural formations, misinterpretation or incorrect analysis of projected geological structures, alterations and mineralization, environmental risks, operating risks, adverse weather conditions, accidents, labour issues, delays in obtaining governmental approvals and permits, inability to secure drilling equipment and/or contractors on a timely basis or at all, delays in receipt of assay results from third party laboratories, inflation, future prices for gold, changes in personnel and other risks in the mining industry. There are no assurances that the net proceeds from the Offering will be sufficient to maintain and advance the Red Hill Property and the Company's continued operations through December 2025, that the Consolidation will be approved by the Company's shareholders and the Exchange or that the Warrant Price Amendment will be affected on the basis contemplated herein or at all. Furthermore, there are no known mineral resources or reserves in the Red Hill Property and the presence of gold resources on properties adjacent or near the Red Hill Property including the Goldrush deposit is not necessarily indicative of the gold mineralization on the Red Hill Property. Future exploration programs on the Red Hill Property, if any, will be exploratory searches for ore. There is also uncertainty surrounding elevated inflation and high interest rates, the ongoing wars in Ukraine and Gaza and the continued spread and severity of COVID-19, and the impact they will have on the NuLegacy's operations, personnel, supply chains, ability to raise capital, access properties or procure exploration equipment, supplies, contractors, and other personnel on a timely basis or at all and economic activity in general. All the forward-looking information and statements made in this news release are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The forward-looking information and statements in this news release 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 save as required by applicable law. Accordingly, readers should not place undue reliance on forward-looking information and statements.*

*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 release.*

<sup>1</sup> Application to be reduced - pending.

<sup>2</sup> For 2024 and 2025.

<sup>3</sup> <https://bit.ly/NUGgeos>

<sup>4</sup> Review session on July 30-31, 2024, Elko, NV.

<sup>5</sup> Versus computer generated, as more ounces have been found with a pen than with a drill!

<sup>6</sup> Company has had preliminary conversations with the Exchange regarding the Price Amendment.

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