

Rocky Shore Gold Closes Second Tranche of Non-Brokered Private Placement

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TORONTO, Sept. 25, 2025 - [Rocky Shore Gold Ltd.](#) ("Rocky Shore" or the "Company") (CSE: RSG) is pleased to announce that it has closed the second tranche (the "Second Tranche") of the non-brokered private placement (the "Offering") previously announced on August 11, 2025. Under the Second Tranche, the Company raised aggregate gross proceeds of \$1,299,000 and issued (i) 17,980,000 units ("Units"), at an issue price of C\$0.05 per Unit, with each Unit comprised of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"), and (ii) 8,000,000 Common Shares that qualify as "flow-through shares" (as defined in subsection 66(15) of the *Income Tax Act* (Canada)) (the "FT Shares"), at an issue price of C\$0.05 per FT Share.

Each Warrant entitles the holder thereof to acquire one additional Common Share, to be issued on a non-flow-through basis, at an exercise price of C\$0.10 until September 25, 2028, but subject to accelerated expiry terms following the expiry of the four month and a day hold period. If the Common Shares trade at or above C\$0.20 per share for 20 consecutive days, the Company will have the right to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants.

The proceeds from the Units issued under the Second Tranche will be used for general corporate purposes. The proceeds from the FT Shares issued under the Second Tranche will be used for the exploration and advancement of the Company's Gold Anchor Project.

In connection with the closing of the Second Tranche, the Company paid certain cash finders fees and issued an aggregate of 1,192,800 finder's warrants (each, a "Finder's Warrant") to eligible finders in respect of subscriptions for Units and FT Units referred by such finders. Each Finder's Warrant is exercisable to acquire one additional Common Share (a "Finder's Warrant Share") at an exercise price of \$0.05 per Finder's Warrant Share until March 25, 2027.

All securities issued in connection with the Second Tranche are subject to a statutory hold period expiring January 26, 2026.

MI 61-101

Insiders of the Company acquired an aggregate of 500,000 Units and 200,000 FT Shares in the Second Tranche (approximately \$35,000 in subscriptions), which participation constitutes a "related party transaction" within the meaning of Multilateral Instrument - 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). However, such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the Units acquired by the insiders of the Company, nor the consideration for the Units paid by such insiders, exceed 25% of the Company's market capitalization for the purposes of MI 61-101.

About Rocky Shore Gold Ltd.

Rocky Shore Gold is a dynamic Canadian exploration company targeting major gold discoveries at its 100%-owned Gold Anchor Project, strategically located in central Newfoundland - one of Canada's most promising and underexplored gold belts. The district-scale grassroots project is the second-largest (greater than 1,200 square kilometres) property within an emerging gold district. It is strategically located on trend to major gold discoveries and recent gold deposits. Numerous gold-bearing faults are within the project limits, including the highly prospective Appleton and JBP Faults. For more information, please visit our website at

www.rockyshoregold.com.

Rocky Shore would like to acknowledge the financial support and approval of the 2025 Junior Exploration Assistance Program from the Department of Natural Resources, Government of Newfoundland and Labrador.

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Forward-Looking Information

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, including, but not limited to, the Second Tranche and the Offering, and the use of proceeds. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, the impact of general economic conditions, industry conditions, volatility of commodity prices, risks associated with the uncertainty of exploration results and estimates, currency fluctuations, dependency upon regulatory approvals, the uncertainty of obtaining additional financing and exploration risk. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

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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