

# NV Gold Corp. Announces Closing of First Tranche of Private Placement

06.11.2025 | [ACCESS Newswire](#)

[NV Gold Corp.](#) (TSXV:NVX) (OTCQB:NVGLF) (FSE:8NV) ("NV Gold" or the "Company") is pleased to announce that it has closed the first tranche (the "First Tranche") of its non-brokered private placement (the "Private Placement") as previously announced in the Company's news release dated October 22, 2025. The Company intends to close a second tranche of the Private Placement in the coming weeks under the same terms.

In connection with the First Tranche, NV Gold issued 3,423,330 units (each, a "Unit") at a price of \$0.18 per Unit for aggregate gross proceeds of \$616,199. Each Unit consists of one common share in the capital of the Company (each, a "Common Share") and one non-transferable Common Share purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one Common Share at a price of \$0.40 per Common Share for a period of 24 months from the date of issuance.

The Company intends to use the proceeds of the First Tranche for exploration at the Company's Slumber Gold Project and for working capital and general corporate purposes.

All securities issued pursuant to the First Tranche will be subject to a statutory hold period of four months plus one day from the date of issuance, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. No finder's fees were paid in connection with the First Tranche.

The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities distributed in the First Tranche nor the consideration received for those securities, in so far as the First Tranche involves such insiders, exceeds 25% of the Company's market capitalization.

Certain insiders of the Company purchased an aggregate of 3,190,000 Units under the First Tranche, constituting, to that extent, 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 has completed the First Tranche in reliance on exemptions available under MI 61-101 from the formal valuation and minority approval requirements of MI 61-101. Specifically, the First Tranche is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Section 5.5(b) of MI 61-101 as the Company is not listed on a specified market within the meaning of MI 61-101. Additionally, the First Tranche is exempt from the minority approval requirement in Section 5.6 of MI 61-101 in reliance on Section 5.7(1)(a) of MI 61-101 insofar as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Units purchased by the insiders exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the First Tranche as the details of the First Tranche and participation therein by each "related party" were not finalized until shortly prior to closing and the Company wished to close the First Tranche as soon as practicable for sound business reasons.

None of the securities sold in connection with the First Tranche have been and will not be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

The First Tranche and any subsequent tranches are subject to the final approval of the TSX Venture Exchange.

## Early Warning Disclosure

John Watson, President, Chairman, CEO and a director of the Company, purchased a total of 3,110,000 Units in the First Tranche at a price of \$0.18 per Unit for aggregate consideration of \$559,800. Prior to closing of the First Tranche, Mr. Watson held 10,152,121 Common Shares, 77,500 stock options and 3,850,000 common share purchase warrants, with each stock option and warrant entitling Mr. Watson to purchase one additional Common Share upon payment of additional consideration to the Company. These Common Shares, stock options and warrants represented approximately 52.9% of the Company's then-issued and outstanding Common Shares on an undiluted basis and approximately 60.90% of the Company's then-issued and outstanding Common Shares on a partially diluted basis, assuming conversion of Mr. Watson's stock options and warrants into Common Shares. Following the completion of the First Tranche, Mr. Watson beneficially owns and controls an aggregate of 13,262,121 Common Shares, 77,500 stock options and 6,960,000 common share purchase warrants, representing approximately 58.65% of the Company's issued and outstanding Common Shares on an undiluted basis and approximately 68.46% of the Company's issued and outstanding Common Shares on a partially diluted basis, assuming conversion of Mr. Watson's stock options and warrants into Common Shares.

The Units were acquired by Mr. Watson for investment purposes. Mr. Watson may acquire additional securities of the Company, including on the open market or through private acquisitions, or sell securities of the Company, including on the open market or through private dispositions, in the future depending on market conditions, reformulation of plans and/or other relevant factors.

Both the Company and Mr. Watson, can be contacted at the Company's head office at #250 - 750 West Pender Street, Vancouver, BC, V6C 2T7.

A copy of Mr. Watson's early warning report will appear on the Company's issuer profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## About [NV Gold Corporation](#)

NV Gold Corporation is a well-organized exploration company with 22.6 million shares issued and outstanding. NV Gold has 21 exploration projects in Nevada comprising 639 100%-Company-owned lode mining claims totaling 53.4 square kilometers (20.6 square miles). The Company is based in Vancouver, British Columbia, and Reno, Nevada, and is focused on delivering value through mineral discoveries in Nevada, USA. Leveraging its expansive property portfolio, its highly experienced in-house technical team, and its extensive geological data library, 2025 promises to be highly productive for NV Gold.

On behalf of the Board of Directors,

John Watson, President, Chairman, CEO and Director

For further information, visit the Company's website at [www.nvgoldcorp.com](http://www.nvgoldcorp.com) or contact

Freeform Communications at 604.245.0054

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

## Cautionary Statements Regarding Forward-Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or

statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include, without limitation, statements related to management's expectations and intentions with respect to, among other things: the intended use of proceeds raised under the First Tranche, the filing of an early warning report by Mr. Watson and the Company's ability to obtain the required regulatory and TSXV approvals for the First Tranche and any subsequent tranches of the Private Placement. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

In making the forward-looking statements in this news release, the Company has applied certain material assumptions, including without limitation, the Company will obtain the required regulatory and TSXV approvals for the First Tranche and subsequent tranches of the Private Placement, Mr. Watson will file an early warning report on the timelines required by applicable law; and the Company will use the proceeds of the First Tranche as currently anticipated.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, the Company will not obtain the required regulatory and TSXV approvals for the First Tranche and subsequent tranches of the Private Placement, Mr. Watson will not file an early warning report on the timelines required by applicable law; market uncertainty; and changes in the Company's business plans impacting the intended use of proceeds raised under the Private Placement.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

Not for distribution to United States newswire services or for dissemination in the United States

SOURCE: NV Gold Corporation

---

Dieser Artikel stammt von [Rohstoff-Welt.de](https://www.rohstoff-welt.de)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/711358--NV-Gold-Corp.-Announces-Closing-of-First-Tranche-of-Private-Placement.html>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

---

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!  
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2026. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).