

Canadian Gold Resources Ltd. Announces Filing of New Life Financing Document

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Will Also Conduct Separate Non-Brokered Placement of Flow-Through Units to Accredited Investors; Amendments to Corporate Presentation

[Canadian Gold Resources Ltd.](#) (TSXV: CAN) (the "Company" or "Canadian Gold") announces that it has filed a listed issuer financing document for a non-brokered listed issuer financing (the "LIFE Offering"). Following consultations with the Autorité des Marchés Financier (the "AMF"), the Company has determined that the original LIFE financing announced on October 23, 2025 along with the amended LIFE financing announced on December 8, 2025 have expired under the provisions of Part 5A of National Instrument 45-106 and, as such, the offering documents filed in relation thereto are no longer valid.

Under the LIFE Offering, the Company proposes to sell up to 7,000,000 units ("NFT Units") at a price of \$0.15 per NFT Unit for proceeds of \$1,050,000 and up to 4,200,000 flow-through units ("FT Units") at a price of \$0.18 per FT Unit for proceeds of up to \$756,000 for total gross proceeds of \$1,806,000.

Each NFT Unit will be comprised of one (1) common share (a "Common Share") and one (1) Common Share purchase warrant of Canadian Gold (each a "Warrant"). Each FT Unit will be comprised of one (1) flow-through common share (an "FT Share") and one half (1/2) of a Warrant.

The Warrant terms are as follows: commencing on the 62nd day after issuance, each whole Warrant will entitle the holder to acquire one Common Share of the Company at a price of C\$0.22 per Common Share for a period of 36 months from the date of issuance, provided, however, that should the closing price at which the Common Shares trade on the TSX Venture Exchange (the "TSXV") (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.45 for ten (10) consecutive trading days at any time, the Company may accelerate the Warrant term (the "Reduced Warrant Term") such that the Warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the Reduced Warrant Term. The restrictive exercise period on the Warrants has been imposed to ensure that the LIFE Offering complies with certain dilution restrictions under the listed issuer financing exemption.

Upon closing of the LIFE Offering, the Common Share component of the NFT and FT Units will be free trading in Canada. Any Common Shares issued upon exercise of an NFT or FT Warrant after the restrictive period expires will be free trading in Canada.

Subject to certain adjustments for president's list purchasers, qualified finders are entitled, on the Closing Date, to a cash commission equal to 8% of the gross proceeds of the LIFE Offering and will receive finder's warrants (each, a "Finder's Warrant") equal to 8% of the number of the NFT Units and the FT Units issued pursuant to the LIFE Offering. Each Finder's Warrant entitles the holder thereof to purchase one Common Share at a price of (a) \$0.15 per Common Share for NFT Units sold; and (b) at a price of \$0.18 for FT Units sold for a period of 36 months from the date of issuance, provided, however, that should the closing price at which the Common Shares trade on the TSXV (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.45 for ten (10) consecutive trading days at any time following the date that is four months and one day after the date of issuance, the Company may accelerate the Finder's Warrant term (the "Reduced Warrant Term") such that the Finder's Warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the Reduced Warrant Term. The Finder's Warrants are subject to a hold period of four months and one day after the date of issuance.

The NFT Units and the FT Units will be offered for sale in each of the provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption (the "Listed Issuer Financing Exemption") under Part 5A of NI 45-106 Prospectus Exemptions and Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption. The Company has filed a Form 45-106F19 (the

"Offering Document") with the securities commissions or similar regulatory authorities in each of the provinces of Canada, other than Quebec.

The Offering Document related to the LIFE Offering can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at <https://www.cdngold.com/>. Prospective investors should read this Offering Document before making an investment decision.

Non-Brokered Private Placement

Due to exceptionally strong investor interest in flow-through securities, the Company will also be conducting a concurrent, non-brokered private placement (the "FT Placement Offering") of up to 7,200,000 flow-through units (the "FT Placement Units") at a price of \$0.18 per FT Placement Unit for gross proceeds of up to \$1,296,000. The FT Placement Units will be sold to accredited and other qualified investors in Canada under appropriate exemptions in National Instrument 45-106 Prospectus Exemptions.

Each FT Placement Unit will be comprised of one (1) flow through common share and one half (1/2) of a common share purchase warrant, each whole warrant entitling the holder to acquire one non-flow through common share at a price of \$0.22 per Common Share for a period of 36 months from the date of issuance provided, however, that should the closing price at which the Common Shares trade on the TSX Venture Exchange (the "TSXV") (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.45 for ten (10) consecutive trading days at any time, the Company may accelerate the Warrant term (the "Reduced Warrant Term") such that the Warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the Reduced Warrant Term. All securities issued pursuant to FT Placement Offering will be subject to a hold period of four months plus a day from the date of issuance.

Subject to certain adjustments for president's list purchasers, qualified finder's will be entitled to a cash commission equal to 8% of the gross proceeds of the FT Placement Offering and will receive finder's warrants (each, a "Finder's Warrant") equal to 8% of the number of FT Placement Units sold. Each Finder's Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.18 for a period of 36 months from the date of issuance, provided, however, that should the closing price at which the Common Shares trade on the TSXV (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.45 for ten (10) consecutive trading days at any time following the date that is four months and one day after the date of issuance, the Company may accelerate the Finder's Warrant term (the "Reduced Warrant Term") such that the Finder's Warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the Reduced Warrant Term. The Finder's Warrants are subject to a hold period of four months and one day after the date of issuance.

Research Capital Corporation will act as exclusive finder and sole booker runner to assist with both the LIFE Offering and the FT Placement Offering.

The FT Placement Offering and a tranche of FT Units under the LIFE Offering are expected to close on or before December 31, 2025 with a final tranche of NFT Units under the LIFE Offering expected to close on or before January 31, 2026. Both the FT Placement Offering and the LIFE Offering are subject to regulatory approvals and customary closing conditions including listing of the Common Shares on the TSX Venture Exchange.

The gross proceeds from the sale of the NFT Units, the FT Units and the FT Placement Units will be used for exploration and drilling on the Lac Arsenault project, the Robidoux project and VG Boulder project as well as working capital. The gross proceeds received by the Company from the sale of the FT Units and the FT Placement Units will be used to incur eligible "Canadian exploration expenses" (as defined under the Income Tax Act) that qualify as "flow-through mining expenditures" (the "Qualifying Expenditures") related to the Company's Quebec mining properties on or before December 31, 2026, and to renounce all the Qualifying Expenditures in favour of the purchasers of the FT Units and FT Placement Units effective December 31, 2025. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2025 for each FT Units and FT Placement Units purchased in an aggregate amount not less than the gross proceeds raised from the issue of the FT Units and the FT Placement Units, the Company will indemnify each FT Unit and FT Placement Unit purchaser for the additional taxes payable by such purchaser

as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.

The securities in the LIFE Offering and the FT Placement Offering 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 U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an applicable exemption therefrom. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor may there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Amendments to Corporate Presentation

The Company also wishes to announce that, in conjunction with the LIFE Offering and the FT Placement Offering, it has made certain amendments to its corporate presentation on its portfolio of properties. The amended presentation may be found on the Company's website at <https://www.cdngold.com/>. These amendments include the deletion of certain projections which are more appropriately presented under a geological report prepared in accordance with National Instrument 43-101 and certain deficient property images.

About Canadian Gold Resources Ltd.

Canadian Gold Resources Ltd. (TSXV: CAN) is a junior exploration company advancing three high-grade gold properties totaling ~16,000 hectares in Quebec's Gaspé Peninsula. The Company's strategy is to unlock the potential of historically explored assets through modern exploration and development, supported by a management team with a proven track record in discovery and project advancement.

Qualified Person Statement

The scientific and technical information in this news release has been reviewed and approved by Mark Smethurst, P.Ge., Director of Canadian Gold and a Qualified Person under NI 43-101.

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Canadian Gold trades on the TSX Venture Exchange under the ticker "CAN" and has 36,667,221 Common Shares outstanding.

Forward-Looking Statements Disclaimer

Certain information in this release may constitute forward-looking statements under applicable securities laws. These statements are based on assumptions and involve risks and uncertainties. Actual results may differ materially. Readers should not place undue reliance on forward-looking statements.

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