

Rua Gold Inc. Closes C\$33 Million Financing

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[Rua Gold Inc.](#) (TSXV: RUA) (OTCQB: NZAUF) ("RUA GOLD" or the "Company") is pleased to announce that it has closed its previously announced upsized private placement (the "LIFE Offering") of 22,727,200 common shares in the capital of the Company (each, a "Common Share") for gross proceeds of \$24,999,920 and concurrent upsized private placement (the "Concurrent Offering" and together with the LIFE Offering, the "Offering") of 7,273,454 Common Shares for gross proceeds of approximately \$8,000,800. Pursuant to the Offering, the Company issued an aggregate of 30,000,654 Common Shares at \$1.10 per Common Share (the "Offering Price") for aggregate gross proceeds of approximately \$33,000,720.

Raymond James Ltd. and Cormark Securities Inc. acted as co-lead agents and joint bookrunners in connection with the LIFE Offering, together with Beacon Securities Limited (collectively, the "Agents").

The net proceeds of the Offering will be used for exploration and development activities on the Company's Reefton Project and Glamorgan Project, both located in New Zealand, and for working capital and general corporate purposes.

Robert Eckford, CEO of RUA GOLD commented: "We are excited to close our upsized financing with lead participation from two very well regarded new institutional investors taking our institutional ownership to over 40% of our share count. The endorsement by this group of sophisticated investors supports the strong conviction in both uncovering the potential of our undrilled epithermal opportunity in Glamorgan on the North Island of New Zealand, as well as supporting the execution of our fast tracked plan to production in the Reefton Goldfield on New Zealand's South Island.

The proceeds from this financing will enable us to accelerate exploration efforts and unlock the project's high-grade potential. We sincerely appreciate the confidence placed in our team and strategy by these valued partners, and we look forward to delivering meaningful progress and long-term value for all stakeholders in the months and years ahead."

Pursuant to an agency agreement among the Company and the Agents dated January 28, 2026, the Company: (i) paid a cash fee of approximately \$1,359,800 to the Agents; and (ii) issued 1,236,182 compensation warrants (the "Compensation Warrants") to the Agents. Each Compensation Warrant is exercisable into one Common Share at the Offering Price for a term of two years expiring on January 28, 2028. In addition, the Company (i) paid a cash fee of approximately \$133,925 to eligible finders relating to subscribers under the president's list and (ii) issued 121,840 non-transferable finder's warrants ("Finder Warrants") to the Finders. Each Finder Warrant is exercisable into one Common Share at the Offering Price for a term of two years expiring on January 28, 2028.

The Common Shares sold under the LIFE Offering were issued pursuant to the listed issuer financing exemption available under National Instrument 45-106 - Prospectus Exemptions as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption, in each of the provinces and territories of Canada other than Quebec. The Common Shares were also offered for sale in the United States pursuant to available exemptions from the registration requirements under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The Common Shares issued under the LIFE Offering will not be subject to a statutory hold period pursuant to applicable Canadian securities laws. The Concurrent Offering was completed pursuant to applicable exemptions from prospectus requirements under applicable securities laws. The Common Shares issued pursuant to the Concurrent Offering are subject to a statutory hold period in Canada expiring four months and one day expiring on May 29, 2026. The Offering remains subject to the final acceptance of the TSX Venture Exchange ("TSXV").

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the U.S. Securities Act, or any state securities laws, and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an

exemption from such registration requirements is available.

Option and DSU Grant

The Company granted 1,375,000 options (each, an "Option") to directors, officers, employees and consultants of the Company in accordance the Company's stock option plan dated July 24, 2024. Each Option is exercisable into one Common Share at an exercise price of \$1.43 per Common Share for five years following the date of grant. The Options are subject to a 3-year vesting period with 458,328 Options vesting on January 28, 2027, 458,333 Options vesting on January 28, 2028, and 458,339 Options vesting on January 28, 2029.

The Company also announces the grant of 100,000 deferred share units ("DSUs") to non-executive directors of the Company at a deemed price of \$1.43 per DSU, in accordance with the Company's DSU Plan dated July 24, 2024. The DSUs are subject to a one-year vesting. Each DSU entitles the holder to receive one Common Share at the time the holder ceases to be a director of the Company.

About RUA GOLD

RUA GOLD is an exploration company, strategically focused on New Zealand. With decades of expertise, their team has successfully taken major discoveries into producing world-class mines across multiple continents. The team is focused on maximizing the asset potential of RUA GOLD's two highly prospective high-grade gold projects.

The Company controls the Reefton Gold District as the dominant landholder in the Reefton Goldfield on New Zealand's South Island with over 120,000 hectares of tenements, in a district that historically produced over 2Moz of gold grading between 9 and 50g/t.

The Company's Glamorgan Project solidifies RUA GOLD's position as a leading high-grade gold explorer on New Zealand's North Island. This highly prospective project is located within the North Islands' Hauraki district, a region that has produced an impressive 15Moz of gold and 60Moz of silver. Glamorgan is adjacent to [OceanaGold Corp.](#)'s biggest gold mining project, Wharekirauponga.

Robert Eckford
Chief Executive Officer

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

Forward-Looking Information

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur and specifically include statements regarding: the Company's strategies, expectations, planned operations or future actions including but not limited to exploration programs at its New Zealand properties; the intended use of the net proceeds of the Offering; and the final acceptance of the TSXV with respect to the Offering. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements.

Investors are cautioned that any such forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. A variety of inherent risks, uncertainties and factors, many of which are beyond the Company's control, affect the operations, performance and results of the Company and its business, and could cause actual events or results to differ materially from estimated or anticipated events or results expressed or implied by forward-looking statements. Some of these risks, uncertainties and factors include: general business, economic, competitive, political and social uncertainties; risks related to the effects of the Russia-Ukraine war; risks related to climate change; operational risks in exploration, delays or changes in plans with respect to exploration projects or capital expenditures; the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs and other costs and expenses or equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, flooding or unfavorable operating conditions and losses, insurrection or war, delays in obtaining governmental approvals or financing, and commodity prices. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements and reference should also be made to the Company's documents filed under its SEDAR+ profile at www.sedarplus.ca for a description of additional risk factors.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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