

ESGold Announces Brokered LIFE Offering for Gross Proceeds of up to C\$7 Million

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Vancouver, February 19, 2026 - [ESGold Corp.](#) (CSE: ESAU) (OTCQB: ESAUF) (FSE: Z7D) ("ESGold" or the "Company") is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. ("Red Cloud" or the "Agent") to act as sole agent and bookrunner in connection with a "best efforts" private placement (the "Marketed Offering") for gross proceeds of up to C\$7,000,600 from the sale of up to 10,295,000 units of the Company (the "Units") at a price of C\$0.68 per Unit (the "Offering Price").

Each Unit will consist of one common share of the Company (each, a "Common Share") and one-half of one common share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share (a "Warrant Share") at a price of C\$1.00 at any time on or before that date which is 36 months following the Closing Date (as herein defined).

The Company also grants the Agent an option, exercisable in full or in part up to 48 hours prior to the closing of the Marketed Offering, to sell up to an additional 1,471,000 Units at the Offering Price for up to an additional C\$1,000,280 in gross proceeds (the "Agent's Option"). The Marketed Offering and the securities issuable upon exercise of the Agent's Option shall be collectively referred to as the "Offering".

The Company intends to use the net proceeds from the sale of Units for the advancement of the Company's flagship Montauban Project in Québec as well as for general working capital and corporate purposes, as is more fully described in the Offering Document (as defined herein).

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Units will be offered for sale to purchasers resident in the provinces of British Columbia, Alberta, Manitoba, Saskatchewan, and Ontario pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing Exemption"). The Common Shares and Warrants underlying the Units, and the Warrant Shares underlying the Warrants, if exercised, are expected to be immediately freely tradeable in accordance with applicable Canadian securities legislation if sold to purchasers resident in Canada. The Units may also be sold in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

There is an offering document (the "Offering Document") dated February 19, 2026 related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at: www.esgold.com. Prospective investors should read this Offering Document before making an investment decision.

The Offering is anticipated to close on March 10, 2026, or such other date as the Company and the Agent may agree (the "Closing Date"). Completion of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals, including the approval of the Canadian Securities Exchange (the "CSE").

The securities have not been, and will not be, registered under the U.S. Securities Act, or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. persons, absent registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with an exemption therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction

in which such offer, solicitation or sale would be unlawful.

About ESGold Corp.

ESGold Corp. (CSE: ESAU) (OTCQB: ESAUF) (FSE: Z7D) is a fully permitted, fully funded, pre-production mining company advancing a scalable clean mining model across North and South America. The Company's flagship Montauban Gold-Silver Project in Quebec is under construction with production anticipated in 2026. With a dual-track strategy of cash flow today and discovery tomorrow, ESGold is building a platform for clean, sustainable growth and long-term shareholder value.

For more information, please contact ESGold Corp. at +1-888-370-1059 or visit esgold.com for additional resources, including a French version of this press release, past news releases, a 3D model of the Montauban processing plant, media interviews, and opinion-editorial pieces.

Stay connected by following us on X (formerly Twitter), LinkedIn, and joining our Telegram channel.

For further information please contact ir@esgold.com or 604-885-1348, or to connect directly, please reach out to Gordon Robb, CEO of ESGold Corp. at gordon@esgold.com or 250-217-2321.

On behalf of the Board of Directors
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Forward-Looking Statements

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, are forward-looking statements. In particular, this press release contains forward-looking information relating to, among other things, the Offering, the anticipated closing date of the Offering, the intended use of proceeds of the Offering, approval of the Offering from the CSE and the filing of the Offering Document. 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 or developments may differ materially from those forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, development and exploration successes, and continued availability of capital and financing and general economic, market or business conditions. These statements are based on a number of assumptions including, among other things, assumptions regarding general business and economic conditions; that the Company and other parties will be able to satisfy stock exchange and other regulatory requirements in a timely manner; that CSE approval will be granted in a timely manner subject only to standard conditions; that all conditions precedent to the completion of the Offering will be satisfied in a timely manner; the availability of financing for the Company's proposed programs on reasonable terms, and the ability of third party service providers to deliver services in a timely manner. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether because of new information, future events or otherwise, except as required by applicable law. All forward-looking information contained in this release is qualified by these cautionary statements.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

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