

Tocvan Ventures Corp. Announces Closing of Bought Deal Financing for \$10 Million

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[Tocvan Ventures Corp.](#) (CSE:TOC) (OTCQB:TCVNF) (WKN:TV3/A2PE64) ("Tocvan" or the "Company") is pleased to announce the closing of its previously announced "bought deal" private placement, with Stifel Canada (the "Underwriter") as sole underwriter and bookrunner, pursuant to which the Underwriter purchased 10,005,000 units of the Company (the "Units") at a price of \$1.00 per Unit for aggregate gross proceeds of \$10,005,000, which included the full exercise of the Underwriter's over-allotment option (the "Offering").

Each Unit is comprised of one common share (each, a "Common Share") and one common share purchase warrant (a "Warrant") of the Company. Each Warrant is exercisable to acquire one additional Common Share (each, a "Warrant Share") for a period of 36 months following the closing date of the Offering at an exercise price of \$1.40 per Warrant Share.

The net proceeds of the Offering shall be used to advance the Company's gold projects in Sonora, Mexico as well as for general working capital.

A cash commission equal to 7.0% on the gross proceeds of the Offering and compensation warrants (the "Compensation Warrants") equal to 7.0% of the number of Units of the Company sold under the Offering was paid to the Underwriter. Each Compensation Warrant entitles the holder to acquire a Common Share of the company at the Issue Price for a period of 24 months from the date of issue thereof.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Units were offered for sale to purchasers resident in each of the provinces of Canada, except Quebec, 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"). As the Offering is being completed pursuant to the Listed Issuer Financing Exemption, the Units issued pursuant to the Offering will not be subject to a statutory hold period pursuant to applicable Canadian securities laws. The Units were also offered in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to exemptions from the registration requirements of 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.

Participation in the Offering by Christopher Gordon, an officer of the Company and Anna Ladd-Kruger, a director of the Company (the "Insiders"), was considered 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 was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Insiders' participation in the Offering in reliance of sections 5.5(a), 5.7(1)(a) and 5.7(1)(b) of MI 61-101.

There is an offering document (the "Offering Document") related to the Offering that can be accessed under the Company's issuer profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.Tocvan.com.

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, including any of the securities 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 or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Tocvan Ventures Corp.

Tocvan Ventures Corp. is a dynamic exploration and near-term producer advancing high-potential gold and silver projects in the mine-friendly jurisdiction of Sonora, Mexico. At its flagship Gran Pilar Gold-Silver Project, Tocvan holds a 100% interest in over 21 km² of prospective ground, bolstered by the pivotal 2023 land acquisition that provides ample space for scalable mine infrastructure, including a planned 50,000-tonne pilot production facility. The Company also maintains a 51% interest in a 1 km² joint venture area with Colibri Resources, further expanding its footprint. Recent exploration successes, including near surface 3.1 meters at 19.4 g/t Au, underscore Gran Pilar's potential as a premier gold-silver asset. Additionally, Tocvan's 100% owned Picacho Gold-Silver Project, located in the prolific Caborca Trend-home to some of Mexico's largest gold deposits-positions the Company for further growth. With robust metallurgical results (up to 99% gold and 97% silver recovery) and a strategic capital to bolster growth, Tocvan is poised to deliver significant shareholder value in a market buoyed by record-high gold prices. With approximately 78 million shares outstanding, Tocvan is committed to unlocking the full potential of its assets through innovative exploration, strategic development, and investor-focused initiatives.

Cautionary Statement Regarding Forward Looking Statements

Neither the Canadian Securities Exchange nor its Regulation Services Provider (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 contains "forward-looking information" which may include, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future. Forward-looking information in this news release includes statements regarding the use of proceeds from the Offering. Such forward-looking information is often, but not always, identified by the use of words and phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

These forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business. Management believes that these assumptions are reasonable. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, risks related to the speculative nature of the Company's business, the Company's formative stage of development and the Company's financial position. Forward-looking statements contained herein are made as of the date of this news release and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws.

There can be no assurance that forward-looking information 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 information.

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