

Rocky Shore Gold Ltd. Closes First Tranche of Non-Brokered Private Placement

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[Rocky Shore Gold Ltd.](#) ("Rocky Shore" or the "Company") (CSE:RSG) is pleased to announce that it has closed the first tranche (the "First Tranche") of its previously announced non-brokered private placement. Under the First Tranche, the Company raised aggregate gross proceeds of approximately C\$4,798,162 and issued an aggregate of 27,418,071 units ("Units") at a price of \$0.175 per Unit, with each Unit comprised of one common share of the Company (a "Common Share") and one share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.30 until February 19, 2029.

The proceeds from the Units issued under the First Tranche will be used for general corporate purposes and advancement of the Company's Gold Anchor Project located in central Newfoundland.

In connection with the closing of the First Tranche, the Company paid certain cash finders fees and issued an aggregate of 1,023,543 finder's warrants (each, a "Finder's Warrant") to eligible finders in respect of subscriptions for Units referred by such finders. Each Finder's Warrant is exercisable to acquire one additional Common Share (a "Finder Warrant Share") at an exercise price of \$0.175 per Finder Warrant Share until August 19, 2027.

All securities issued in connection with the First Tranche are subject to a statutory hold period under applicable Canadian securities laws, expiring June 20, 2026.

MI 61-101

Insiders of the Company acquired an aggregate of 2,895,000 Units in the First Tranche (approximately \$506,625 in subscriptions), which participation constitutes a "related party transaction" within the meaning of Multilateral Instrument - 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). However, such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the Units acquired by the insiders of the Company, nor the consideration for the Units paid by such insiders, exceed 25% of the Company's market capitalization for the purposes of MI 61-101. The Company expects to file a material change report including details with respect to such related party transaction less than 21 days prior to the closing of the First Tranche, which the Company deems reasonable in the circumstances so as to be able to avail itself of available financing opportunities and complete the First Tranche in an expeditious manner.

Early Warning Disclosure

Northfield Capital Corporation ("Northfield") participated in the First Tranche and acquired an aggregate of 2,620,000 Units.

Immediately prior to the closing of the First Tranche, Northfield, together with its joint actors, Mr. Robert Cudney and Cudney Stables Inc. ("Cudney Stables"), beneficially owned and exercised control and direction over an aggregate of 35,772,987 Common Shares (with 35,267,688 common shares beneficially owned by Northfield directly, 400,000 Common Shares beneficially owned by Cudney Stables, and 105,299 Common Shares beneficially owned by Mr. Cudney) and convertible securities entitling Northfield and its joint actors to acquire an additional 3,635,000 Common Shares (with 2,560,000 convertible securities beneficially owned by Northfield directly, nil convertible securities beneficially owned by Cudney Stables, and 1,075,000 convertible securities beneficially owned by Mr. Cudney), representing approximately 17.9% of the issued and outstanding Common Shares immediately prior to the closing of the First Tranche (or approximately 19.4% of the said issued and outstanding Common Shares, calculated on a partially diluted basis, assuming

the exercise of the 3,635,000 convertible securities only).

Immediately following the closing of the First Tranche, Northfield, together with its joint actors, Mr. Cudney and Cudney Stables, beneficially own and exercise control and direction over an aggregate of 38,392,987 Common Shares (of which 37,887,688 common shares are beneficially owned by Northfield directly, 400,000 Common Shares are beneficially owned by Cudney Stables, and 105,299 Common Shares are beneficially owned by Mr. Cudney) and convertible securities entitling Northfield and its joint actors to acquire an additional 6,255,000 Common Shares (of which 5,180,000 convertible securities are beneficially owned by Northfield directly, nil convertible securities are beneficially owned by Cudney Stables, and 1,075,000 convertible securities are beneficially owned by Mr. Cudney), representing approximately 16.9% of the issued and outstanding Common Shares immediately upon closing of the First Tranche (or approximately 19.2% of the said issued and outstanding Common Shares, calculated on a partially diluted basis, assuming the exercise of the 6,255,000 convertible securities only).

The Units were acquired by Northfield pursuant to the First Tranche and were not acquired through the facilities of any marketplace for the Company's securities. Northfield may increase or decrease its investments in the Company at any time, or continue to maintain its current investment position, depending on market conditions or any other relevant factor. The Units were acquired for aggregate consideration of C\$458,500.

This portion of this news release is issued pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, which also requires an early warning report to be filed on the System for Electronic Document Analysis and Retrieval+ ("SEDAR+"), accessible at www.sedarplus.ca, containing additional information with respect to the foregoing matters. A copy of the related early warning report may be obtained, following its filing, on the Company's SEDAR+ profile or by contacting Northfield at 141 Adelaide Street West, Suite 301, Toronto, Ontario M5H 3L5, Attention: Michael Leskovec, Chief Financial Officer, Northfield Capital Corporation, Tel: (416) 628-5940.

ABOUT ROCKY SHORE GOLD LTD.

Rocky Shore Gold is a Canadian junior exploration company targeting the expansion of its two porphyry-controlled Mosquito Hill and Reid Gold Deposits and the discovery of structurally controlled high-grade gold zones at its 100%-owned Gold Anchor Project. The project is strategically located in central Newfoundland - hosting one of Canada's most promising and underexplored gold belts. The district-scale project is the second-largest property (greater than 1,200 square kilometres) within an emerging gold district. The Gold Anchor Project is on trend to major gold discoveries and recent gold deposits northeast of the Gold Anchor Project associated with the highly prospective Appleton and JBP Faults. For more information, please visit our website at www.rockyshoregold.com.

Rocky Shore would like to acknowledge the financial support and approval of the 2025 Junior Exploration Assistance Program from the Department of Natural Resources, Government of Newfoundland and Labrador.

For more information, please contact:

Ken Lapierre, President & CEO
Rocky Shore Gold Ltd.
T: +1 (647) 678-3879
E: ken@rockyshoregold.com

Cathy Hume, CEO
CHF Capital Markets
T: +1 (416) 868-1079 x 251
E: cathy@chfir.com

Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively,

"forward-looking information") within the meaning of applicable Canadian and United States securities laws. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or 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". Certain information set forth in this news release may contain forward-looking information that involves substantial known and unknown risks and uncertainties, including, but not limited to the First Tranche (including the use of proceeds therefrom) and the advancement of the Company's mineral properties. The forward-looking information is based on reasonable assumptions and estimates of the management of the Company at the time such statements were made and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including risks associated with the exploration; future commodity prices; changes in regulations; political or economic developments; environmental risks; permitting timelines; capital expenditures; technical difficulties in connection with exploration activities; employee relations; the speculative nature of mineral resource exploration including the risks of diminishing quantities of grades of mineral resources, contests over title to properties, the Company's limited operating history, future capital needs and uncertainty of additional financing, and the competitive nature of the mining industry; the need for the Company to manage its future strategic plans; global economic and financial market conditions; uninsurable risks; and changes in project parameters as plans continue to be evaluated. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Although the forward-looking information contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. There can be no assurance that forward-looking information, or the material factors or assumptions used to develop such forward-looking information, will prove to be accurate. The Company does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking information, except as required by applicable securities law.

Neither the Canadian Securities Exchange nor its Market Regulator (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 does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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