

Petro-Victory Energy Corp. Announces Warrant Incentive Plan

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[Petro-Victory Energy Corp.](#) ("Petro-Victory" or the "Company") (TSXV: VRY) is pleased to announce that it intends to amend the exercise price and exercise period for 1,205,350 common share purchase warrants issued on February 27, 2024 (the "February Warrants") and 1,851,960 common share purchase warrants issued on March 28, 2023 (the "March Warrants", together with the February Warrants, the "Warrants"), all of which are currently exercisable at CAD \$4.00 per common share.

The Warrants were issued pursuant to two separate private placements of units of the Company at a price of CAD \$3.00 per unit. The February Warrants and March Warrants are set to expire on February 27, 2026 and March 28, 2026, respectively. The Company proposes to amend the exercise price of all of the Warrants to \$0.60 and to amend the expiry date of the February Warrants to March 29, 2026 and the expiry date of the March Warrants to April 27, 2026 (being 30 days from the current expiry dates), in order to provide an incentive to the holders to exercise their Warrants. All other terms and conditions of the Warrants remain unchanged. The warrant amendments are subject to acceptance by the TSX Venture Exchange (the "TSXV").

The Company also announces the successful completion of a borrowing transaction totaling US\$300,000 (the "Loan") with an unsecured promissory note issued to 579 Max, Ltd. (the "Lender"). The Loan carries an annual interest rate of 14% and is scheduled to mature on February 12, 2027. In connection with the Loan, the Lender has been granted 691,780 bonus warrants (the "Warrants") having an exercise price of C\$0.59 per share and an expiry date of February 12, 2027. The Loan and issuance of Warrants remain subject to TSXV acceptance.

The Loan and the issuance of the Warrants each constituted a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as T. Lynn Bryant, a director and related party (as defined in MI 61-101) of the Company, is a principal of the Lender. The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party matters, as the Company is listed on the TSXV and neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

About Petro-Victory Energy Corp.

Petro-Victory Energy Corp. is an oil and gas company engaged in the acquisition, development, and production of crude oil and natural gas in Brazil. The total portfolio under management as of the date of this filing includes 49 concession contracts with 276,755 acres, net to Petro-Victory, plus an additional 6 concessions and 19,074 acres owned jointly with BlueOak in Capixaba Energia. Through disciplined investments in high-impact, low-risk assets, Petro-Victory is focused on delivering sustainable shareholder value. The Company's common shares trade on the TSX Venture Exchange under the ticker symbol VRY.

Cautionary Note

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.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. 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 unless an exemption from such registration is available.

Advisory Regarding Forward-Looking Statements

In the interest of providing Petro-Victory's shareholders and potential investors with information regarding Petro-Victory's future plans and operations, certain statements in this press release are "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "forward-looking statements"). In some cases, forward-looking statements can be identified by terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "intend," "may," "objective," "ongoing," "outlook," "potential," "project," "plan," "should," "target," "would," "will" or similar words suggesting future outcomes, events or performance. The forward-looking statements contained in this press release speak only as of the date thereof and are expressly qualified by this cautionary statement.

Specifically, this press release contains forward-looking statements relating to, but not limited to, TSXV approval for the Loan and the issuance of the Warrants. These forward-looking statements are based on certain key assumptions regarding, among other things, the receipt of TSXV approval for the Loan and the issuance of the Warrants. Readers are cautioned that such assumptions, although considered reasonable by Petro-Victory at the time of preparation, may prove to be incorrect. Actual results achieved will vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors.

The above summary of assumptions and risks related to forward-looking statements in this press release has been provided in order to provide shareholders and potential investors with a more complete perspective on Petro-Victory's current and future operations and such information may not be appropriate for other purposes. There is no representation by Petro-Victory that actual results achieved will be the same in whole or in part as those referenced in the forward-looking statements and Petro-Victory does not undertake any obligation to update publicly or otherwise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities law.

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