

Gold Strike Resources Corp. Announces \$15 Million Bought-deal Financing

03.03.2026 | [CNW](#)

And Enters Into Strategic Quartz Claim Purchase Agreement To Create One Of The Largest Consolidated Land Positions In The Tombstone Gold Belt, Yukon

- GSR to acquire the Florin Gold Project, the FLR Gold Project and RJ Gold Project (~320km²) adjacent to Sitka Gold's RC project
- Follows GSR's acquisition of the Gold Strike One and Gold Strike Two projects (~81km²), which sit immediately adjacent to and surrounding Snowline Gold's Valley deposit
- The Florin Gold Project hosts the Florin deposit being a defined 2.507 Moz Au inferred resource (162.783 Mt at 0.48 g/t Au at 0.30 g/t cut-off)¹
- ATB Cormark Capital Markets and Canaccord Genuity Lead \$15 Million Bought Deal

[Gold Strike Resources Corp.](#) (the "Company" or "GSR") (TSXV: GSR) is pleased to announce that it has entered into an asset purchase agreement dated March 2, 2026 (the "Purchase Agreement") with LIRECA Resources Inc. ("LIRECA") and LIRECA's affiliate, Florin Resources Inc. ("Florin Resources" and, together with LIRECA, the "LIRECA Group"), pursuant to which the Company has agreed to acquire from the LIRECA Group three contiguous projects located within the Tombstone Gold Belt, Yukon, Canada, being the Florin gold project (the "Florin Gold Project"), the FLR gold project (the "FLR Gold Project") and the RJ gold project (the "RJ Gold Project", and together with the Florin Gold Project and FLR Gold Project, the "Projects"), for aggregate consideration of approximately \$34 million (the "Transaction"). The Transaction is a non-arm's length transaction (see "Related Party Transaction", below).

Peter Miles, CEO of GSR commented: "We are pleased to have entered into this transformational transaction, which marks a defining moment for GSR. The Florin Gold Project hosts a defined 2.507 million ounce gold inferred resource, and this acquisition will advance the company to the next stage, evolving from a pure exploration company into one with a meaningful resource base to build upon. We are equally excited to be acquiring these projects from LIRECA Group, who are proven project generators with over 20 years of experience in Yukon and across Canada, and have demonstrated consistent investment in the company's future. With approximately 80% of the prospective geological trend still remaining to be drill tested, and multiple structural corridors and intrusive contacts yet untested, we look forward to getting on the ground, drilling extensively, and unlocking the full potential of this exceptional land package."

¹ Ronald G. Simpson, P.Ge., and David Kelsch, P.Ge., Florin Gold Project NI 43-101 Technical Report, Mayo and Dawson Mining Districts, Yukon Territory (Prepared for Gold Strike Resources Inc. by GeoSim Services Inc. (Ronald G. Simpson, P.Ge.) and David Kelsch, P.Ge.), effective date December 5, 2025. For additional information see "Technical Report" below.

John Fiorino, principal of the LIRECA Group commented: "By accepting the majority of the consideration for this transaction in escrowed equity of GSR, the LIRECA Group continues to demonstrate its confidence in the projects and its alignment with long-term shareholders. We look forward to continuing our relationship with GSR's management as the company advances these exceptional assets."

The Projects, the Florin Deposit, the Transaction and a private placement financing are all described below. See: "About the Projects and the Florin Deposit", "Terms of the Transaction", and "Terms of the Offering", respectively.

Unless stated otherwise, all references to currency are in Canadian dollars.

About the Projects and the Florin Deposit

The Projects are comprised of three contiguous projects, being the Florin Gold Project consisting of 500 quartz claims (~89km²), the FLR Gold Project consisting of 838 quartz claims (~165km²) and the RJ Gold Project consisting of 349 quartz claims (~66km²), located adjacent to Sitka Gold Corp.'s ("Sitka Gold") RC project.

The Florin Gold Project hosts the Florin deposit, a defined 2.507 million ounces ("Moz") Au inferred resource (162.783 million tonnes ("Mt") at 0.48 grams per tonne ("g/t") Au at 0.30 g/t cut-off). See Figure 1 below.

The Florin Deposit

At the core of the Florin Gold Project is the Florin deposit, a 2.507 Moz Au at 0.48 g/t Au inferred resource (162.783 million tonnes at 0.48 g/t Au at 0.30 g/t cut-off) (see "Mineral Resource Estimate", below). The Florin deposit sits on a reduced intrusion complex with extensive gold-bearing alteration developed along its margins with the current resource remaining open laterally in all directions as well as at depth. Soil geochemistry outlines clear extensions beyond the current resource envelope, and multi-gram high-grade rock samples including a sample exceeding 15 g/t Au occur well outside the drilled area. To date, 147 drill holes totalling just over 31,000 metres ("m") (~22,500m at the Florin deposit area including Saddle and ~8,500m at the Regent prospect) have been completed across a large intrusive system, leaving multiple structural corridors and intrusive contacts completely untested. Excluding the one-kilometre Florin deposit area, approximately four kilometres of the five-kilometre prospective geological trend remains to be drill tested, supported by coincident geochemical indicators. Importantly, the Florin deposit is not a constrained system; extensive soil anomalies, high-grade rock samples outside the current resource envelope, and a ~5 km untested structural trend strongly indicate potential for meaningful resource growth.

The Florin deposit also benefits from excellent infrastructure for a Yukon project. The deposit sits on a road-accessible ridge, materially reducing development complexity, capital intensity, and timeline risk relative to many peer assets in the belt. The LIRECA Group also has a strategic advantage, having acquired quartz mineral claims more than a decade before Sitka Gold. The acquisition includes approximately \$40 million of technical data that will greatly assist in guiding future exploration programs. Priority areas for follow-up include the Regent discovery 2.8 kilometres north of the Florin deposit and the Saddle prospect, approximately 800m east of the Florin deposit. See Figure 2 below.

Significant historic drill highlights are shown in table 1.

Table 1: Significant Historic Drill Intercepts at Florin

Drill Hole ID	From	To	Interval	Av. Gold Value	Azimuth	Dip
DD03-12	4.72 m	148.0 m	143.28 m	0.72 g/t	28°	57.2°
DD04-14	3.82 m	221.2 m	217.38 m	0.81 g/t	28°	-55°
DD05-20	43.27 m	331.62 m	288.35 m	0.66 g/t	28°	-55°
including	122.47 m	227.38 m	104.91 m	1.07 g/t		
ICE10028	0 m	524.5 m	524.5 m	0.75 g/t	256°	-80°
including	48.50 m	149.90 m	101.4 m	1.41 g/t		
including	87.50 m	102.00 m	14.50 m	4.23 g/t		

Note:

Mineral zones are irregular in shape and not tabular, therefore true thickness does not have any relevance.

Mineral Resource Estimate

The pit constrained mineral resource estimate has an effective date of December 5, 2025, and it is

comprised of approximately 163 Mt grading 0.48 g/t Au for a total of 2.507 Moz of Au in the inferred category, as set out in the below table.

COG g/t Au Tonnes 000's Au g/t Oz Au 000's

0.30 162,783 0.48 2,507

Notes:

1. Mineral resource estimate prepared by GeoSim Services Inc. with an effective date of December 5, 2025.
 2. Mineral resources are constrained by an optimized pit shell using the following assumptions: US\$2,800/oz Au price; a 45° pit slope; assumed metallurgical recovery of 90%; mining costs of US\$2.50 per tonne; processing costs of US\$14.00 per tonne; G&A of US\$4.00 per tonne.
 3. A base case cut-off grade of 0.30 g/t Au represents an in-situ metal value of US\$20.50 per tonne at a gold price of US\$2,500/oz which is believed to provide a reasonable margin over operating and sustaining costs for open-pit mining and processing.
 4. Mineral resources are not mineral reserves and do not have demonstrated economic viability.
- GSR's Land Position - Large, Strategic

Post-Transaction, the Company will control one of the largest and most strategically coherent land positions in the Tombstone Gold Belt, deliberately focused on intrusion margins, structural corridors, and underexplored zones that sit outside, but directly adjacent to, known discoveries including [Snowline Gold Corp.](#)'s Valley Deposit and Sitka Gold's RC Project. See Figure 3 below.

Terms of the Transaction

Purchase Agreement

On March 2, 2026, the Company entered into the Purchase Agreement, pursuant to which it will acquire the Projects from the LIRECA Group for consideration comprised of:

- (i) an aggregate of 43,636,363
- (ii) common aggregate of \$10 million, the "Consideration Shares")
- (iii) "Consideration Shares"), the named purchaser completes the offering from the Consideration Shares; all such shares sold subsequent to the LIRECA equity financing (including the exercise closing date warrants) of the aggregate transaction gross proceeds (Closing Date"); at least \$30,000,000 (inclusive of the Offering), then the LIRECA Group shall have the option, exercisable by written notice to the Company within 30 days of the closing

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Net Smelter Returns Royalties

Florin Gold Project NSR

Pursuant to the Purchase Agreement, the Company will grant to 1079170 B.C. Ltd. ("Royalty Holder"), an affiliate of LIRECA, a net smelter returns royalty on the Florin Gold Project (the "Florin NSR") in the amount of 3% on the portion of the Florin Gold Project not comprised of the Encumbered Claims (the "Unencumbered Claims") and 1% on the Encumbered Claims (as defined below), pursuant to a net smelter returns royalty agreement to be entered into between the Company and the Royalty Holder upon closing of the Transaction (the "Florin NSR Agreement").

The Florin NSR Agreement further provides that: (i) any time prior to the commencement of commercial production, the Company can reduce the Florin NSR applicable to the Unencumbered Claims by 1% increments, from 3% to 1%, by paying the Royalty Holder 500 ounces of physical gold or US\$1,000,000 (whichever is greater in monetary value) for each 1% reduction, provided that the Florin NSR does not fall below 1% on the Unencumbered Claims; (ii) at any time prior to the commencement of commercial production, the Company can also reduce the Florin NSR payable to the Royalty Holder applicable to the Encumbered Claims from 1% to 0.5% by paying the Royalty Holder 250 ounces of physical gold or US\$500,000 (whichever is greater in monetary value), provided that the Florin NSR does not fall below 0.5%

on the Encumbered Claims; and (iii) the Royalty Holder will not complete any buy-down or other reduction of the Third Party Royalty (as defined below) unless and until the Company has completed a full reduction of the Florin NSR on the Encumbered Claims from 1% to 0.5%.

The Florin Gold Project includes certain claims (the "Encumbered Claims") which are subject to a pre-existing 2% net smelter returns royalty (the "Third Party Royalty") payable to 629281 B.C. Ltd. ("Third Party Royalty Holder"), pursuant to an option agreement between Florin Resources and the Third Party Royalty Holder dated February 5, 2022, as amended. The Third Party Royalty can be reduced: (i) from 2% to 1% on the payment of \$1,000,000; and (ii) from 1% to 0.5% on the payment of \$750,000. As a result, the aggregate royalty burden on the Encumbered Claims can be reduced from 3% (being the 2% Third Party Royalty and the 1% Florin NSR) to 1% (being the 0.5% Third Party Royalty and the 0.5% Florin NSR), subject to the Company first completing the full reduction of the Florin NSR on the Encumbered Claims from 1% to 0.5% as described above.

FLR Gold Project NSR

Pursuant to the Purchase Agreement, the Company will grant to the Royalty Holder a 3% net smelter returns royalty on the FLR Gold Project (the "FLR NSR") pursuant to a net smelter returns royalty agreement to be entered into between the Company and the Royalty Holder upon closing of the Transaction (the "FLR NSR Agreement"). The FLR NSR Agreement further provides that, any time prior to the commencement of commercial production, the Company can reduce the FLR NSR by 1% increments, from 3% to 1%, by paying the Royalty Holder 500 ounces of physical gold or US\$1,000,000 (whichever is greater in monetary value) for each 1% reduction, provided that the FLR NSR does not fall below 1%.

RJ Gold Project NSR

Pursuant to the Purchase Agreement, the Company will grant to the Royalty Holder a 3% net smelter returns royalty on the RJ Gold Project (the "RJ NSR") pursuant to a net smelter returns royalty agreement to be entered into between the Company and the Royalty Holder upon closing of the Transaction (the "RJ NSR Agreement" and collectively with the Florin NSR Agreement and the FLR NSR Agreement, the "NSR Agreements"). The RJ NSR Agreement further provides that, at any time prior to the commencement of commercial production, the Company can reduce the RJ NSR by 1% increments, from 3% to 1%, by paying the Royalty Holder 500 ounces of physical gold or US\$1,000,000 (whichever is greater in monetary value) for each 1% reduction, provided that the RJ NSR does not fall below 1%.

Annual Advance Royalty Payments

Pursuant to the NSR Agreements, the Company shall pay to the Royalty Holder an annual advance royalty for each of the Florin Gold Project, the FLR Gold Project, and the RJ Gold Project each year until the first full year following the commencement of commercial production, commencing on the Closing Date. The amount of each annual advance royalty payment shall be US\$20,000 or seven (7) ounces of physical gold (whichever is greater in monetary value). All such annual advance royalty payments paid by the Company prior to the first production royalty payment will be credited towards and off-set the production royalty payments due to the Royalty Holder and will be set off against 100% of the applicable net smelter returns royalty as each payment comes due.

Bonus Payments

Pursuant to the NSR Agreements, in the event the Company, or its affiliate, publicly announces or otherwise establishes a resource estimate on any portion of the Florin Gold Project, FLR Gold Project, or RJ Gold Project, prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") or another acceptable foreign code, that estimates the presence of ounces of gold in any category, the Company shall deliver to the Royalty Holder the greater of US\$1,000,000 in immediately available funds, and 250 ounces of physical gold for every million ounces of gold delineated by such resource estimate. Such bonus payment is due for each additional million ounces of gold delineated by any additional resource estimate following the release of the original estimate. Such bonus payment is not subject to a bonus payment cap. In the event the resource estimate presents mining scenarios with multiple cut-off grades, the lowest applicable cut-off grade available will be used for the purpose of determining the number of gold ounces contained in the estimate.

For greater certainty, no bonus payment is due with respect to the 2.507 Moz Au inferred resource² being announced concurrently with the execution of the Purchase Agreement.

Security for Deferred Cash Payments

To secure the portion of the Consideration Cash payable post-Closing, the Company will grant to the LIRECA Group first-ranking security interests over all of its present and after-acquired personal property, together with customary mining-specific collateral and negative pledges, until all payment obligations to the LIRECA Group are satisfied in full.

² See "About the Projects and the Florin Deposit - The Florin Deposit - Mineral Resource Estimate" above.

Restrictions on Transfer or Encumbrance of Projects

The Company may not, directly or indirectly, sell, transfer or otherwise dispose of any portion of its interest in the Projects, or the subsidiaries holding the Projects, until the date that is five (5) years from the Closing Date without the prior written consent of the LIRECA Group, which consent may be withheld for any reason. Following the expiration of the five-year period, the Company may sell, transfer or otherwise dispose of all or any portion of its interest in the Projects provided that any purchaser, grantee or transferee first delivers to the LIRECA Group its undertaking to comply with the terms of the Bonus Payments and the NSR Agreements and to perform all obligations of the Company relating to the Bonus Payments.

No Finder's Fee

No finder's fee was paid in connection with the Purchase Agreement.

Related Party Transaction

The LIRECA Group and the Royalty Holder are "related parties" (as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101")) of the Company. Accordingly, the Transaction, including the entering into of the NSR Agreements, will constitute a "related party transaction" (as defined in MI 61-101). The Company intends to rely on the exemption from the formal valuation requirement of MI 61-101 contained in section 5.5(b) of MI 61-101, as the common shares of the Company (the "Common Shares") are not listed on a specified market. However, the Company will be required to obtain minority shareholder approval in accordance with MI 61-101 and TSX Venture Exchange ("TSX-V") policies. To obtain such minority shareholder approval, the Company intends to call a shareholders meeting and prepare a corresponding management information circular containing detailed disclosure of the Transaction and the additional prescribed disclosure as required by MI 61-101.

The Transaction does not constitute a change of control of Gold Strike or a "reverse take-over" under the policies of the TSX-V. Completion of the Transaction and the Offering is not expected to result in any new management or other insiders of the Company.

Conditions to Closing

Conditions to closing of the Transaction include, but are not limited to:

- (i) the approval of shareholders of the Company of certain matters in connection with the Transaction, including minority shareholder approval;
- (ii) the approval of the TSX-V;
- (iii) completion of the Offering (as defined below); and
- (iv) other customary closing conditions.

Closing of the Transaction is expected to occur in Q2 2026. There can be no assurance that the Transaction will be completed as proposed, or at all.

Trading Halt

Pursuant to TSX-V's policies, the Common Shares may be halted from trading pending the TSX-V's receipt and review of documentation regarding the Transaction, including but not limited to a technical report prepared in accordance with NI 43-101 in respect of each of the Projects.

Terms of the Offering

The Company also announces that it has entered into an agreement with ATB Capital Markets Corp. and Canaccord Genuity Corp. (together, the "Underwriters") in connection with a bought deal private placement offering of 27,273,000 subscription receipts (the "Subscription Receipts") at a price of \$0.55 per Subscription Receipt (the "Issue Price"), for aggregate gross proceeds of \$15,000,150 (the "Offering"). Each Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration or further action on the part of the holder, one Unit of the Company (a "Unit") comprised of one Common Share and one common share purchase warrant (a "Warrant") upon satisfaction of certain escrow release conditions customary for this type of transaction including the satisfaction of the conditions relating to the closing of the Transaction (the "Escrow Release Conditions") to be set out in a subscription receipt agreement to be entered into on or about the closing date of the Offering (the "Offering Closing Date") between the Company, the Underwriters and a subscription receipt agent to be determined. Each Warrant will be exercisable into one Common Share at a price of \$0.75 for a period of 36 months from the satisfaction of the Escrow Release Conditions.

In addition, the Underwriters will be granted an option (the "Over-Allotment Option"), exercisable in whole or in part at the Underwriters' sole discretion, no later than 48 hours prior to the Offering Closing Date, to sell 9,091,000 additional Subscription Receipts at the Issue Price for additional gross proceeds of up to \$5,000,050. Unless the context otherwise requires, all references in this news release to the "Offering" and "Subscription Receipts" include the exercise of the Over-Allotment Option.

The Underwriters will be entitled to a cash commission equal to 7.0% of the gross proceeds of the Offering (the "Cash Commission"). 50% of the Cash Commission shall be payable to the Underwriters on the Offering Closing Date and the remainder shall be deposited in escrow and shall only be payable to the Underwriters upon satisfaction of the Escrow Release Conditions. Further, upon satisfaction of the Escrow Release Conditions, the Underwriters shall receive non-transferable options (the "Compensation Options") equal to 7.0% of the number of Subscription Receipts issued pursuant to the Offering. Each Compensation Option will be exercisable for one Common Share at the Issue Price for a period of 36 months following the satisfaction of the Escrow Release Conditions. The Cash Commission and Compensation Options shall each be reduced to 3.0% with respect to any sales to investors on the Company's president's list subject to prescribed limits.

The gross proceeds of the Offering (less 50% of the Cash Commission and certain expenses of Underwriters) will be held in escrow pending satisfaction of the Escrow Release Conditions. The net proceeds from the Offering are intended to be used to pay the Consideration Cash, to pay transaction expenses related to the Transaction and the Offering, to advance exploration and development of the Projects, and for working capital and general corporate purposes.

The Offering is integral to the Transaction and the Company intends to rely on the "part and parcel pricing exception" provided for in TSX-V policies.

The Subscription Receipts and any underlying securities will be subject to a statutory hold period of four months plus one day under applicable Canadian securities legislation. The Offering remains subject to the approval of the TSX-V.

The Offering will be conducted in all provinces and territories of Canada pursuant to private placement exemptions, in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and in such other jurisdictions outside Canada and the United States as agreed to by the Company and the Underwriters.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Technical Information

The technical information in this news release was prepared under the supervision of David Kelsch P.Geol. Mr. Kelsch is a Qualified Person for the purposes of NI 43-101 and has reviewed and approved the technical and scientific information disclosed in this news release. Mr. Kelsch is independent of the Company for the purposes of NI 43-101.

Technical Report

A technical report for the updated inferred resource at the Florin deposit on the Florin Gold Project has been prepared by Ronald G. Simpson, P.Geol., and David Kelsch, P.Geol., titled "Florin Gold Project NI 43-101 Technical Report, Mayo and Dawson Mining Districts, Yukon Territory" (the "Technical Report"). The Technical Report was prepared for the Company by GeoSim Services Inc., with an effective date of December 5, 2025.

The Technical Report is subject to TSX-V comment and review in connection with the Transaction. The Company will file the Technical Report on SEDAR+ within 45 days of this news release, as required by NI 43-101. Readers are cautioned that the conclusions and estimates set out in this news release are subject to qualifications, assumptions, and exclusions, all of which are detailed in the Technical Report. To fully understand the summary information presented in this news release, the Technical Report should be read in its entirety once filed under the Company's profile on SEDAR+ at www.sedarplus.ca.

About the Company

Gold Strike Resources Corp. is a mineral exploration and development company focused on high-impact properties in Canada. With an award-winning technical team and experienced management and board of directors, GSR is based in Vancouver and is listed on the TSX Venture Exchange (TSX-V: GSR).

About the LIRECA Group

The LIRECA Group, led by its principal John Fiorino, has been in mineral exploration and project generation in excess of 20 years, with notable discoveries and project advancements.

The LIRECA Group is a mining project generator with a portfolio of projects across Canada, with a primary focus on projects in Yukon. The LIRECA Group's mandate is to generate projects that have geological settings, potential historic data, geochemistry, geophysics and importantly an active mining camp ideally within 1-2 km of a discovery or active drilling.

GOLD STRIKE RESOURCES CORP.

(signed) "Peter Miles"

Peter Miles
Chief Executive Officer

Cautionary Statements and "Forward-Looking" Information

Mineralization hosted on adjacent, nearby or geologically similar properties is not necessarily indicative of mineralization hosted on the Company's properties or the Projects.

This news release contains forward looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward looking statements. In particular, this news release contains forward looking statements concerning the Purchase Agreement and the Offering, including the receipt of regulatory and shareholder approvals, closing of the Transaction and the Offering, and the use of proceeds of the Offering.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with mineral exploration generally and results from anticipated and proposed exploration programs, conditions in the equity financing markets, and assumptions and risks regarding receipt of regulatory and shareholder approvals. Exploration activities in Yukon are subject to permitting and regulatory approvals, seasonal access constraints, engagement with local communities and Indigenous rights holders, and availability of financing.

Management has provided the above summary of risks and assumptions related to forward looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations.

The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

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

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SOURCE Gold Strike Resources Corp

For additional information on the Company, please contact Mr. Peter Miles, Chief Executive Officer at (604) 408-6680 or email investor@goldstrikeresourcescorp.com; To be added to the email distribution list, please email ir@goldstrikeresourcescorp.com with "Gold Strike" in the subject line

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