

Rottenstone Gold Inc. Provides Update Regarding Previously Announced Proposed Transaction

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Vancouver, March 4, 2026 - [Rottenstone Gold Inc.](#) (CSE: SK) ("Rottenstone Gold" or the "Corporation" or the "Issuer") reports update to its previously announced proposed transaction involving certain royalty interests (the "Proposed Transaction") and other related proposed corporate developments (see Issuer news release, Rottenstone Gold Inc. Announces Proposed Acquisition of Royalties and Repositioning as Silver Royalties, dated December 10, 2025). In connection with the same, the Corporation is seeking to shift its operations from mining exploration to mining royalties.

The Corporation is presently listed on the Canadian Securities Exchange (the "CSE" or "Host Exchange").

Closing Date Extension

The Issuer has executed an amending agreement dated February 28, 2026 in respect of the Proposed Transaction that extends the closing date of the associated definitive agreement from February 28, 2026 to March 31, 2026 (the "First Extending Amendment"). The First Extending Amendment provides the issuer with additional time to review the matters discussed herein and formulate plans therearound.

The Issuer may seek future extensions and/or amendments, although the same would require agreement of all involved parties.

Updates Regarding the Proposed Transaction

Subsequent to announcing the Proposed Transaction, the Issuer has been in various communications and discourses with the CSE, where it is listed.

The Issuer has an existing Control Person (as that term is defined by the policies of the CSE) (the "Control Person").

The CSE has determined that the Proposed Transaction will be deemed under its policies to constitute a Change of Control (as that term is defined by the policies of the CSE) (the "Change of Control").

The Change of Control results in certain procedures and requirements under Host Exchange policies, as does declaration of a Fundamental Change (as that term is defined by the policies of the CSE) (the "Fundamental Change") related to the Proposed Transaction.

The Proposed Transaction involves mining royalties on projects operated by Kinross Gold Corporation, SSR Mining Inc., [NexGold Mining Corp.](#), [Champion Iron Ltd.](#), Orano Canada Inc. and [Cameco Corp.](#) (collectively, the "Operators").

As a listed entity thereon, the CSE has determination over the Issuer under its policies as to what constitutes a Fundamental Change and expressions by shareholders (or the Corporation) are not relevant to such determinations. Determinations by the Host Exchange may also, under the policies of the Host Exchange, supersede business decisions made by the Corporation itself and/or its shareholder-elected board of directors, and may result, if different and/or varied, in deleterious outcomes to the Corporation and/or its shareholders.

Following various and comprehensive communications, the Host Exchange has advised the Issuer that it intends, with finality, to apply certain listing/resumption criterion (the "New Listing Criterion") to the Issuer with respect to any regulatory approval by it of the Proposed Transaction (and/or any trading resumption that would follow in conjunction therewith), being criterion, generally, that would be used, as example, in respect of a company that is not traded on the Host Exchange but which seeks a new public listing thereon (such application being independent of the fact that the Issuer is already listed on the Host Exchange). New Listing Criterion include applicable public distribution thresholds (e.g. prescribed share ownership structures), as determined by the Host Exchange with respect to the Issuer. The New Listing Criterion are being applied in regard to the proposed Fundamental Change, including as relates to any resumption of trade upon completion of such Proposed Transaction, if the same were to occur.

Among other operating restrictions while listed on the Host Exchange, the Corporation is not able to change its company name, change its business focus (including from mining exploration to mining royalties) nor close the Proposed Transaction (nor any other similar material acquisition) without the express permission and consent of the CSE, which holds regulatory power over the Issuer and its affairs. While listed, such Host Exchange permissions materially remain required independent of shareholder consents/votes and/or the decisions of the Issuer's shareholder-elected board of directors.

Consequently, as matters are today, in order to proceed with the previously announced Proposed Transaction on the Host Exchange, determinations by said Host Exchange (under their policies and otherwise) would, in practical effect, require the Issuer to conduct a material free-trading financing (or other dilutive event) that the Issuer anticipates would prospectively be, if conducted and completed, materially dilutive to current shareholders of the Issuer, and being of a prospective scale that may approach its current capitalization (or larger under certain circumstances). In the case of a potential financing, raised funds, if successfully sourced as a CSE-listed issuer, would not substantively have an immediate use of proceeds, which would augment towards the same having a near-term dilutive nature unless and/or until otherwise utilized. In the Issuer's view, a higher issued share count on the part of the Issuer would be reasonably expected to reduce development leverage on a per share basis to the royalties (and Operators) of the Proposed Transaction (were the same to be successfully closed), with offset to any raised proceeds. In such circumstances, potential benefits flowing from the Proposed Transaction would diffuse to not only the Corporation's existing shareholders but would be shared by existing and new free-trading shareholders that would forward-arise under such a described financing. Under that potential scenario, existing shareholders of the Issuer may not receive full benefit of the proposed business repositioning, as a potential tandem financing would incorporate limited market conditions associated with the Issuer prior to finalizing the Proposed Transaction, potentially discount any step-change in the Issuer's affairs/capitalization resulting from a successful prior completion of the Proposed Transaction (where applicable) and negate any post-transaction re-branding not first done prior to seeking market-priced equity.

Any proceeds from such a potential free-trading financing, if the same were to be conducted and completed, would not be expected to be used to fund the Proposed Transaction (which is contemplated through the issuance of common shares) nor would a multi-million dollar financing at pre-completion valuations, were the same to be conducted and completed, be expected, reasonably or otherwise, to be proportionate to any actual relationship to operating expenses anticipated by the Corporation for the next twelve month period under such a previously announced repositioning. The quantum of any free-trading financing (or other dilutive event) would instead be driven by Host Exchange determinations under their policies (e.g. public distribution) and the resulting particulars of the Proposed Transaction. If the Issuer elects to proceed with a potential financing (or other dilutive event), the same being effectively imposed by the Host Exchange to close the Proposed Transaction on its announced terms, or otherwise, approval at a special meeting by disinterested shareholders as to any such free-trading financing (or other dilutive event) may be required where the Corporation is listed on the Host Exchange if the proposed issuance of shares under any therewith arising event exceeds the Issuer's currently issued common share count outstanding. Such approval may be sought concurrent to a Special Meeting (below defined) although coordinating the same may add subscriber complexity within such a potential capital raise, and risks and uncertainties therewith, given it would then make such a potential financing contingent and/or conditional in nature (if not first obtained). Determining terms of a potential financing ahead of any applicable pre-approval by shareholders is a challenge given market and commodity fluctuations associated with a time delay.

Although there is likely market potential for additional royalty acquisitions were the Issuer to become a royalty-focused entity, the Issuer did not originally anticipate a financing in conjunction with the Proposed Transaction as the Proposed Transaction does not require cash consideration as its closing settlement form, and the Issuer expected that any future financings under a royalty focus would be orientated towards specific-use instances, and in so, align future capital sourcing to accretive progress-building corporate

events. The Issuer felt such original strategy would be the most productive approach, were described matters to proceed, as the method would first maximize potential step-change revaluation benefits to all existing shareholders of the Issuer. In the past, the Issuer has raised capital as needed, and with purpose.

Nonetheless, based on determinations by the Host Exchange (which are presently binding upon the Issuer), the Issuer does not anticipate that it will be able to close upon the Proposed Transaction, at least while listed on the Host Exchange, nor, generally, other business developments aspects announced by way of the news release first above referenced and otherwise associated with the Fundamental Change and/or Change of Control, without moving to concurrently expand its free-trading public float, e.g. by way of a significant potential free-trading financing (or other dilutive event). Material legal expenses should be expected with such activity. Moreover, the amount of such a potential free-trading financing (or other dilutive event) being driven by regulatory/exchange-policy as opposed to any actual business-level needs identified by the Corporation itself, nor with regard to the anticipated capital required to operate a mining royalty business (including versus a mining exploration business), nor to otherwise enable the consideration required for the Proposed Transaction (which is presently contemplated as being done through escrowed common shares of the Issuer and not cash). There is no assurance that the Issuer will be successful in closing the Proposed Transaction.

Without limitation, to the extent that the Issuer is listed on the Host Exchange, it must either fully comply with directives and/or policies of the Host Exchange to close upon the Proposed Transaction (and/or otherwise), or terminate the Proposed Transaction, such termination which would then be done under a "regulatory-out" provision of its negotiated definitive agreement in respect of the same. The Corporation is evaluating its options.

If the Corporation elects to proceed with any potential financing (see forward-looking statements) and/or other material share-issuance event, all as may correspond to efforts to complete the Proposed Transaction or otherwise, the same would be duly determined and announced in future course. Common shares of the Issuer, which are listed on the Host Exchange, are presently halted, as described in the news release first above referenced and by CSE bulletin of same date.

Without limitation, as a result of certain procedural and chronological matters, the Issuer advises that such any potential financing, if one were to be conducted, would invoke market-factors reasonably requiring the Issuer to do so within the context of its existing structure and its existing business, i.e. as a junior exploration entity (such structure and business being its currently comprised affairs and not the affairs of successfully first having completed its proposed changes and transaction (see Issuer news release dated December 10, 2025). Consequently, if a potential free-trading financing (or other dilutive event) were to be conducted and completed, it would be expected to benchmark against existing attributes of the Issuer as now constituted and its existing market, without shareholders otherwise fully benefiting from forward-metrics expected anticipated to be ascribed to raising any such similar funds after changing from a mining exploration company to mining royalty company. Conversion to a royalty-focused company on the Host Exchange, in the form and mechanism previously outlined by press release dated December 10, 2025, would be permitted only upon delivering such previously unanticipated dilution imposed by the Host Exchange, including for policies of free-trading distribution.

The Corporation has limited control over business outcomes where the Host Exchange directs requirements that take supremacy to any business-level decisions made by the Corporation. The Host Exchange holds the right to determine certain business characteristics and structure of the Corporation (as a listed issuer) without regard to any shareholder votes that may be held otherwise seeking to progress matters herein discussed.

At the Issuer's recent annual and special meeting of shareholders (see Issuer news release, Rottenstone Gold Inc. Reports Annual and Special Shareholder Meeting Results, dated February 26, 2026), disinterested shareholders voted 99.71% in favour of a resolution which permits the Issuer to delist from the Host Exchange (the "Delisting Resolution"), at discretion of the Issuer's board of directors. The Issuer's existing Control Person voted against the Delisting Resolution exercising a majority of the total shares outstanding of the Issuer, but under policies of the CSE, the existing Control Person's votes on the special business item were disenfranchised and the votes of the disinterested shareholders carried the resolution. Particulars of the aforementioned special resolution were set out within the original shareholder meeting materials, which remain accessible through SEDAR+.

If a delisting is further examined by the Corporation, such an approach may assist the Corporation in

lessening the dilutive nature of an upfront large-scale financing (or other dilutive event(s)) otherwise required to meet the requirements of the Host Exchange so as to close the Proposed Transaction as otherwise announced. Doing so, may permit the Corporation to complete various internal reorganizations, close upon the royalties contemplated in the Proposed Transaction (using shares to acquire the assets), and simplify the terms, structures and/or conditions of any such financing(s) (or other dilutive event(s)) before seeking price discovery without such aforementioned items having first been resolved. Based on the Issuer's views, financing terms and availability are more favourable for precious metals royalty companies than for precious metals exploration juniors, both when considered against private and public markets, as well as with consideration to the Issuer's existing holdings and market scale. In this regard, current shareholders may participate in a superior long-term business model as compared to the potential alternative outcome of remaining a small-cap CSE-listed junior exploration company.

Alongside other corporate efforts generally related to the same, the Corporation is evaluating the alternatives and the next steps, including further review of the various options and different forward-paths discussed above, and shall update its shareholders in due course.

Subject to a determination of certain matters outlined above, the Issuer's listed security is expected to remain halted for the time-being given, again, the policies of its Host Exchange.

References above to any potential financing(s) or other dilutive event(s) are for contextual information only, such as outlining, for shareholder understanding, potential regulatory approval path(s) pertaining to the Proposed Transaction, and do not in any form constitute the commencement of an offering nor any form of solicitation for the same.

As detailed in the Issuer's news release related to the Proposed Transaction, as first above referenced, disinterested shareholder approval of the same would be required, such special meeting having not yet been called by the Issuer (the "Special Meeting").

If the Issuer discontinues the Proposed Transaction but seeks to remain a listed issuer on the Host Exchange, it does not intend to pursue different royalty interests given the regulatory complexities and costs associated with any likewise-affiliated Change of Control and/or Fundamental Change outcomes, including as thematically outlined above. Readers should consult the material Risks and Uncertainties disclosed by the Issuer in its public filings.

The Corporation extends its appreciation to specific persons at the CSE for their individual efforts on the matters discussed herein, and to those parties involved in the Proposed Transaction for their discretionary participation in the first above-referenced extension.

The Issuer is solely responsible for the disclosures made herein.

About Rottenstone Gold Inc.

Rottenstone Gold is a Vancouver-based junior mining company. Listed on the CSE under the symbol "SK", the Corporation holds the Rottenstone Project in Saskatchewan, Canada. To learn more visit <http://www.rottenstonegold.com>.

On Behalf of the Board of Directors

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Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Canadian securities laws.

Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words "anticipate," "expect," "suggest," "plan," "believe," "intend," "intention" "estimate," "target," "project," "should," "could," "would," "may," "will," "forecast" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties, including but not limited to the timing and completion, if any, of the Proposed Transaction and any matters therewith associated, including, without limitation, the calling, if any, and the results of the Special Meeting. There are no assurances that the Issuer will be able to satisfy New Listing Criterion, continued listing requirements or other policy-mandates imposed by the CSE. Future financings, if any, are subject to any terms and conditions then announced. Actual results may differ materially from those currently expected or forecast in such statements.

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

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