

Nortec Minerals Corp. Completes \$605,000 Non-Brokered Private Placement and Announces \$57,500 Debt Settlement

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[Nortec Minerals Corp.](#) (TSXV: NVT) ("Nortec" or the "Company") is pleased to announce that it has completed a non-brokered private placement offering (the "Offering"), consisting of 11,100,000 non-flow-through units (the "Units") at a price of C\$0.05 per Unit, for gross proceeds of C\$555,000 and 769,231 flow-through units ("FT Units") at a price of \$0.065 per FT Unit, for gross proceeds of C\$50,000.

- Each Unit consists of one common share and one common share purchase warrant ("Warrant"). Each Warrant will entitle the holder to purchase one additional common share.
- Each FT Unit consists of one common share to be issued on a flow-through basis under the Income Tax Act (Canada) and one Warrant. Each Warrant entitles the holder to purchase one (non-flow-through) common share.

The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes, while net proceeds from the FT Offering are intended to be used for qualifying exploration activities in Ontario, Canada.

Warrant Terms

- Each whole Warrant shall have a term of 36-months, subject to acceleration;
- During the first 18-months after closing, the exercise price of each Warrant shall be C\$0.065 and thereafter C\$0.11 per common share;
- Pursuant to the terms of the Warrants, if over a period of 10 consecutive trading days (a "Trading Target") between the date that is four months and one day following the Closing Date and the expiry date of the Warrants, the volume weighted average price of the Common Shares on the TSX-Venture Exchange or such other stock exchange where the majority of the trading volume occurs, exceeds or is equal to \$0.10 (the "Acceleration Trading Price"), the Company may, at its sole option, accelerate the expiry date of the Warrants, provided that: (i) the Company disseminates a press release providing notice of its intention to accelerate the expiry date of the Warrants; and (ii) the accelerated expiry date of the Warrants falls on or after the 30th trading day after the date of dissemination of such press release, unless exercised by holders prior to such date.

In accordance with applicable securities laws, all securities issued are subject to a four month and one day hold period from the date of issuance.

The Company paid finder's fees and/or commissions in accordance with applicable securities laws and the policies of the TSX Venture Exchange, totaling C\$13,500 in cash.

The securities have not been, and will not be, registered under the United States Securities Act of 1933 (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction.

DEBT SETTLEMENT

The Company is also pleased to announce that it has entered into a debt settlement agreement with an arms-length service provider (the "Creditor") to settle an aggregate of CAD\$57,500 in debt (the "Debt") for common shares of the Company. In settlement of the Debt, the Company will issue an aggregate of

1,150,000 common shares of the Company (the "Debt Shares") at a deemed price of CAD\$0.05 per Debt Share (the "Debt Settlement").

In accordance with applicable securities laws, all securities issued under the Debt Settlement will be subject to a four month and one day hold period from the date of issuance. Closing of the Debt Settlement is subject to certain conditions customary for transactions of this nature, including, but not limited to, the receipt of all necessary approvals, including the approval of the TSXV. The issuance of Debt Shares will not result in the creation of a new Control Person, as that term is defined under the policies of the TSXV.

BARKER BAY GOLD PROPERTY ACQUISITION

The Company is pleased to report on the status of the proposed acquisition of the Barker Bay Gold Property (the "Acquisition") as announced via new release on November 5, 2025.

The Company received conditional approval for the Acquisition from the TSX Venture Exchange (the "TSXV") on December 4, 2025 and continues to work towards satisfying the conditions precedent to closing the Acquisition.

The Company expects to close the Transaction in April 2026.

About Nortec Minerals Corp.

Nortec is a mineral exploration company focused on identifying gold and copper properties with high discovery potential and advancing those projects to create outsized shareholder value. Current property holdings comprise 100% interests in two exploration stage critical mineral (zinc) projects, namely the Sturgeon Lake VMS and the Mattagami River Zinc properties, both located in Ontario, Canada. Additionally, the Company holds a 16.4% interest in the Tammela Gold in Southwest Finland.

On November 5, 2025, the Company announced that it entered into an asset purchase agreement to acquire the Barker Bay Gold Property, located in Ontario, Canada.

On February 25, 2026, the Company announced that it entered into an option agreement to acquire the high-grade, past producing, Pearl Gold Project, located in Nevada, U.S.A.

Additional information can be found on the Company's SEDAR profile at www.sedarplus.ca and its website at www.nortecminerals.com.

On behalf of the Company,

"Ryan Hrkac"
Chief Executive Officer
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Neither the TSX Venture Exchange nor its Market Regulator (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The securities of the Company have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States, absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any common shares in the United States, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

Information set forth in this press release may contain forward-looking statements. Forward-looking

statements are statements that relate to future, not past events. In this context, forward-looking statements often address a company's expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks associated with project development; the need for additional financing; operational risks associated with mining and mineral processing; fluctuations in palladium and other commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the absence of dividends; competition; dilution; the volatility of our common share price and volume; and tax consequences to Canadian and U.S. Shareholders. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

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