

Visionary Metals Corp. Announces 4:1 Share Consolidation, CAD\$7.145 Million Financing and Share Buyback

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[Visionary Metals Corp.](#) (TSXV: VIZ) ("Visionary" or the "Company") is pleased to announce a transformative financing, including a lead order from [Teck Resources Ltd.](#) ("Teck") and a corporate restructuring that will deliver an improved capital structure, a strong cash position, and a fully funded 2026 exploration program.

The Company intends to complete a private placement offering for gross proceeds of up to CAD\$7,145,000 consisting of a non-brokered private placement offering pursuant to the "listed issuer financing exemption" (the "LIFE Offering") under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (such exemption, the "Listed Issuer Financing Exemption"), and a concurrent non-brokered private placement as further set out below (the "Concurrent Private Placement", and together with the LIFE Offering, the "Offering").

The Offering includes a CAD\$1.2 million equity investment by Teck, which is a follow-on investment to the CAD\$800,000 in direct funding and additional in-kind support for the Granite Mountains Exploration Alliance Teck announced by the company earlier this year.

Share Consolidation

In connection with the Offering, the Board of Directors has authorized a consolidation of the Company's common share capital on a one-for-four basis (the "Consolidation"). The Company currently has 175,678,690 common shares outstanding and, following completion of the Consolidation but before the Offering and related transactions, is expected to have approximately 43,919,673 shares outstanding. Completion of the Consolidation remains subject to the approval of the TSX Venture Exchange (the "TSXV"). All securities issued pursuant to the Offering will be on a post-Consolidation basis.

Share Repurchase

Concurrent with closing of the Offering, the Company has also agreed to repurchase 26,552,046 pre-consolidation shares from the estate of a shareholder at a price of CAD\$0.05 per share for aggregate consideration of approximately CAD\$1.33 million (the "Share Repurchase"), further strengthening the post-transaction capital structure for all shareholders.

LIFE Offering

The Company intends to issue up to 19,785,812 Units at a price of CAD\$0.24 per Unit (the "Offering Price") under the Listed Issuer Financing Exemption for gross proceeds of up to approximately CAD\$4,748,595. Each Unit will consist of: (i) one common share of the Company (each, a "Share") and (ii) one half of one common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant entitling the holder to acquire one Share at a price of CAD\$0.36 for a period of 36 months from 60 days following the Closing Date. The Company may, at its option, accelerate the expiry date of the Warrants (the "Acceleration Right") if the volume weighted average trading price of the Shares on the TSXV (or such other recognized Canadian stock exchange on which the Common Shares are then listed) is equal to or greater than CAD\$0.55 for any 20 consecutive trading days (the "Acceleration Event"). Upon the occurrence of an Acceleration Event, the Company may accelerate the expiry of the Warrants by issuing an Acceleration Notice by way of a press release disseminated on a widely circulated news service. The expiry date of the Warrants shall thereupon be accelerated to the date that is 30 days following the date of the Acceleration Notice (the "Accelerated Expiry Date"). Any Warrants not exercised by 5:00 p.m. (Calgary time) on the Accelerated Expiry Date shall automatically expire and be of no further force or effect. The Company expects that the Warrants will be created and issued pursuant to the terms of a warrant indenture. Subject to satisfaction of the requirements of the TSXV, the Company intends to apply to list the Shares and Warrants issued pursuant to the Offering for trading on the TSXV.

Securities issued pursuant to the LIFE Offering will be free trading (subject to TSXV policies for insiders and

certain consultants). An offering document (the "Offering Document") related to the LIFE Offering is available under the Company's profile at www.sedarplus.ca and on the Company's website <http://visionarymetals.com>. Prospective investors should read the Offering Document before making an investment decision.

Concurrent Non-Brokered Private Placement

In addition to the LIFE Offering, the Company intends to complete the Concurrent Private Placement consisting of the issuance of up to 9,985,021 Units at the Offering Price for aggregate gross proceeds of up to CAD\$2,396,405. The Units issued pursuant to the Concurrent Private Placement may be offered to purchasers that are a resident in Canada pursuant to applicable prospectus exemptions and may also be offered in the United States and other jurisdictions pursuant to available exemptions.

Any securities issued under the Concurrent Private Placement to purchasers resident in Canada will be subject to a four-month-and-one-day hold period in accordance with applicable Canadian securities laws.

Use of Proceeds

In addition to completing the Share Repurchase, the Company intends to use a minimum of \$2.4M of the net proceeds raised from the Offering, together with Teck's direct funding, to fund diamond drilling programs at its flagship Tin Cup and King Solomon Nickel and Copper Projects. Remaining proceeds will be used to fund the advancement of the 100%-owned Slipstream copper-gold-silver porphyry projects, as well as for general working capital and corporate purposes.

Expected Closing and Finders Fees

It is anticipated that closing of the Offering will take place on or about June 10, 2026 or such other date(s) as may be determined by the Company (the "Closing Date"). Closing of the Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals, including the approval of the TSXV.

As consideration for services provided by certain finders, the Company may pay: (i) a cash fee equal to up to 7.0% of the gross proceeds of the LIFE Offering from investors introduced to the Company by a finder; and (ii) non-transferable Share purchase warrants ("Finder's Warrants") equal to up to 7.0% of the aggregate number of Units issued to those investors. Each Finder's Warrant will entitle the holder to purchase one Share at a price of C\$0.24 per Share for a 36-month period from their date of issuance.

Insider Participation

It is anticipated that insiders of the Company may participate in the Offering, and such Units issued to insiders will be subject to a four-month hold period pursuant to applicable policies of the TSXV. Both the issuance of Units to any insiders and the Share Repurchase will be considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In respect of any such insider participation and the Share Repurchase, the Company, in each instance, expects to rely on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a), as the fair market value of the applicable transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

Upon completion of the Consolidation, the share buyback, and the Offering, the Company expects to have approximately 67 million shares outstanding and approximately CAD\$6.3 million in cash (net of finders' fees and the Share Repurchase), providing a cleaner capital structure heading into an active drill campaign.

General

None of the securities to be sold under the Offering have been or will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

Early Warning Reporting - Baird Trust

In conjunction with the Company's announcement of the Offering, the Baird Trust Company ("Baird Trust") is also announcing that it has entered into an agreement dated May 21, 2026 with the Company (the "Sale Agreement") to sell 26,552,046 Shares, to the Company for cancellation for CAD\$0.05 per Common Share

(on a pre-Consolidation basis), for total gross proceeds of CAD\$1,327,602.30. The Shares are being sold by Baird Trust from the holdings of The James W. Stuckert Estate, The James W. Stuckert Irrev Trust under Agreement, The Diane V. Stuckert Credit Shelter Trust and The Diane V. Stuckert Marital Trust (collectively, the "Sellers"). The Sellers will continue to hold, on a pre-Consolidation basis, certain warrants to purchase an aggregate of 4,410,000 Common Shares, of which 3,375,000 are exercisable at a price of CAD\$0.12 per share until September 22, 2026, and 1,035,000 are exercisable at a price of CAD\$0.10 per share until July 11, 2028.

Immediately prior to the Sale Agreement date, the Sellers held 26,552,046 Common Shares and were deemed to hold an additional 4,410,000 Shares issuable pursuant to the exercise of the above-noted warrants, for total deemed ownership of 30,962,046 Common Shares. This represented approximately 17.19% of the 180,088,690 Shares that were then deemed to be issued and outstanding (the "Deemed Outstanding Shares"), including the 175,678,690 Shares that were actually issued and outstanding and the additional 4,410,000 Shares also deemed to be outstanding as a result of being issuable upon the exercise of the warrants.

The completion of the sale of 26,552,046 Shares by the Sellers pursuant to the Sale Agreement results in the Sellers being deemed to hold only the 4,410,000 Shares issuable upon exercise of the Warrants, representing approximately 2.45% of the Deemed Outstanding Shares, resulting in an approximately 14.74% reduction in the Sellers' security holding percentage of Deemed Outstanding Shares.

The closing of the Share Repurchase is subject to the approval of the TSX Venture Exchange and the satisfaction of a financing condition in favour of the Corporation, which is expected to be satisfied upon the Corporation's receipt of the proceeds of the Offering, and shall terminate, and shall be of no further force or effect, if the closing does not occur on or before on or before the date that is 90 days following the Sale Agreement Date.

The information concerning the Sellers contained in this News Release is issued pursuant to National Instrument 62-103 - Early Warning System and Related Takeover Bids and Insider Reporting Issues of the Canadian Securities Administrators, which also requires an early warning report to be filed by the Sellers with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the related early warning report may be obtained from the Company's SEDAR+ profile (www.sedarplus.ca) or from Baird Trust Company, Attention: Sheri Werling, Tel: (502) 588-1124, email: swerling@rwbaird.com.

Early Warning Reporting - Teck

As of the date hereof, Teck holds 17,392,193 Shares, representing approximately 9.9% of the Company's Shares. Upon completion of the corporate restructuring and closing of the Offering (and assuming the completion of the maximum offering amount under the Life Offering and the Concurrent Private Placement), Teck will beneficially own, directly or indirectly, or exercise control or direction over, 9,348,048 Shares, representing approximately 14% of the issued and outstanding Shares on a non-diluted basis.

Teck's acquisition of the Shares under the subscription agreement is being made for investment purposes. Teck may determine to increase or decrease its investment in the Company depending on market conditions and any other relevant factors. This release is required to be issued under the early warning requirements of applicable securities laws. Teck's head office is located at Suite 3300 - 550 Burrard Street, Vancouver, BC, V6C 0B3. In satisfaction of the requirements of the National Instrument 62-104 - Take-Over Bids And Issuer Bids and National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, early warning reports respecting the acquisition of Shares by Teck or its affiliates will be filed under the Company's SEDAR+ at www.sedarplus.ca. A copy of Teck's early warning report to be filed in connection with the subscription agreement may also be obtained by contacting Dale Steeves at 236-987-7405.

About Visionary Metals Corp:

Visionary Metals Corp. is a Vancouver-based exploration company with two paths to value creation for shareholders: Advancement of two nickel and copper sulfide projects within a 40 km² land package in Wyoming's Granite Mountains as part of a Strategic Exploration Alliance with Teck American Incorporated; and the exploration of the newly acquired Slipstream copper-gold-silver porphyry project spanning tier one mining jurisdictions of Utah and Nevada. Visionary aims to create value for shareholders by systematically advancing these assets toward discovery and resource definition to become a leading explorer and future

developer of U.S. nickel, copper, gold and silver projects. For additional information, please visit:
www.visionarymetalscorp.com

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FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking statements" within the meaning of Canadian securities legislation. These include, without limitation, statements with respect to the receipt of regulatory approvals, including the approval of the TSXV, the participation of Teck in the Offering, closing of the Offering and the use of proceeds therefrom, the completion of the Consolidation and the Share Repurchase on the timing and terms expected by management, or at all, the number of shares issued and outstanding after completion of the Consolidation, the listing of the Shares and Warrants on the TSXV, and statements with respect to the Company's cash position and 2026 exploration program. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to the TSXV may refuse to grant approval of the Offering; Teck may determine not to subscribe to the Offering; the Company may reallocate the proceeds of the Offering for reasons that management believes are in the Company's best interests; the Company may not complete the Offering, Consolidation and Share Repurchase on the terms and timeline as currently anticipated by management or at all, the Company may choose to defer, accelerate or abandon its exploration plans; general business, economic and regulatory risks; capital and operating costs varying significantly from management estimates; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; uncertainties relating to the availability and costs of financing needed in the future; inflation; fluctuations in commodity prices; delays in the development of projects; and the other risks involved in the mineral exploration and development industry generally. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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

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