

1911 Gold Announces Overnight Marketed Offering

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[1911 Gold Corp.](#) ("1911 Gold" or the "Company") (TSXV: AUMB) (OTCQX: AUMBF) (FRA: 2KY) is pleased to announce that it has filed a preliminary short form prospectus with the securities commissions in all Provinces of Canada (except Québec), in connection with an overnight marketed public offering (the "Offering") comprised of: (i) common shares ("Common Shares") of the Company (the "Offered Shares"); (ii) Common Shares to be issued as "flow-through shares" within the meaning of the Income Tax Act (Canada) (the "Tax Act"), which will be used to incur "Canadian exploration expenses" within the meaning of the Tax Act from or above the surface of the earth (the "CEE Series 1 Flow-Through Shares"); (iii) Common Shares to be issued as "flow-through shares" within the meaning of the Tax Act, which will be used to incur "Canadian exploration expenses" within the meaning of the Tax Act (the "CEE Series 2 Flow-Through Shares"); and (iv) Common Shares to be issued as "flow-through shares" within the meaning of the Tax Act, which will be used to incur "Canadian development expenses" within the meaning of the Tax Act (the "CDE Flow-Through Shares").

The Offering will be conducted through a syndicate of underwriters led by Roth Canada, Inc. (the "Lead Underwriter"), as lead underwriter, BMO Capital Markets (together with the Lead Underwriter, the "Joint Bookrunners"), as joint bookrunners, and a syndicate of underwriters (together with the Joint Bookrunners, the "Underwriters").

Final pricing, the number of Offered Shares, CEE Series 1 Flow-Through Shares, CEE Series 2 Flow-Through Shares and CDE Flow-Through Shares to be sold, and the gross proceeds of the Offering will be determined in the context of the market at the time of entering into of a definitive underwriting agreement between the Company and the Underwriters.

The Company intends to grant the Underwriters an option, exercisable in whole or in part, at any time and from time to time for a period of 30 days from and including the closing of the Offering, to purchase for resale (or arrange for purchase by substituted purchasers) up to such number of additional Offered Shares on the same terms as the Offered Shares, as is equal, in the aggregate, to 15% of the number of offered securities sold under the Offering, to cover over-allotments, if any, and for market stabilization purposes (the "Over-Allotment Option").

The securities to be issued under the Offering will be offered by way of a final short form prospectus (the "Prospectus") in each of the provinces of Canada (except Québec), and may be offered in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws, and certain other jurisdictions outside of Canada and the United States.

The Company intends to use the net proceeds of the Offering to fund ongoing exploration and development activities on its True North Gold Project, technical studies, and for working capital purposes, as will be more particularly described in the Prospectus. In connection with subscriptions for CEE Series 1 Flow-Through Shares, CEE Series 2 Flow-Through Shares and CDE Flow-Through Shares under the Offering, the Company will covenant to incur and renounce: (i) to subscribers of the CEE Series 1 Flow-Through Shares, "Canadian exploration expenses" that will qualify as "flow-through mining expenditures", each within the meaning of the Tax Act, and (for certain individual Manitoba taxpayers) "flow-through mining expenditures" within the meaning of The Income Tax Act (Manitoba), in an amount equal to the aggregate purchase price of the CEE Series 1 Flow-Through Shares; (ii) to subscribers of the CEE Series 2 Flow-Through Shares, "Canadian exploration expenses" within the meaning of the Tax Act in an amount equal to the aggregate purchase price of the CEE Series 2 Flow-Through Shares; and (iii) to subscribers of the CDE Flow-Through

Shares, "Canadian development expenses" within the meaning of the Tax Act in an amount equal to the aggregate purchase price of the CDE Flow-Through Shares.

The Offering is scheduled to close on or around June 30, 2026, or such other date as the Company and the Underwriters may agree. Closing of the Offering is subject to customary closing conditions, including, but not limited to, the execution of an underwriting agreement and the receipt of all necessary regulatory approvals, including the approval of the securities regulatory authorities and the TSX Venture Exchange (the "TSXV"). The preliminary short form prospectus is available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. 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 to or for the account or benefit of persons in the "United States" (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About 1911 Gold Corporation

1911 Gold is an advanced gold explorer and developer focused on its 100%-owned True North Gold Project in the Archean Rice Lake Greenstone Belt in Manitoba, Canada. The Company controls a large, highly prospective ~62,000-hectare land package with numerous past-producing gold operations within trucking distance of the fully built and permitted True North mine and mill complex. 1911 Gold is positioning itself to restart operations in 2027 and offers a unique, near-term production story with significant exploration upside. The strategy is to build a district-scale gold mining operation around a centralized, and readily expandable infrastructure to support a socially and environmentally responsible, long-term mining operation with little development risk and a growing mineral resource base.

1911 Gold's True North complex and the exploration land package are located within and among the First Nation communities of the Hollow Water First Nation and the Black River First Nation. 1911 Gold looks forward to maintaining open, cooperative, and respectful communications with all of our local communities and stakeholders to foster mutually beneficial working relationships.

ON BEHALF OF THE BOARD OF DIRECTORS

Shaun Heinrichs
President and CEO

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release contains forward-looking information or forward-looking statements within the meaning of applicable securities laws (collectively, "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words and phrases such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or that describe a "goal", or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

All statements that address expectations or projections about the future, including, but not limited to, statements with respect to the anticipated size of the proposed Offering, the anticipated pricing of the securities under the Offering, the entering into of a definitive underwriting agreement, the timing and completion of the Offering and the Over-Allotment Option in respect thereof, the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the approval of the TSXV, the filing of the Prospectus, the tax treatment of the securities issued under the Offering, the incurrence and renunciation of qualifying expenses by the Company under the Tax Act and The Income Tax Act (Manitoba), and the Company's objectives, goals and future plans and strategies, are forward-looking statements.

All forward-looking statements reflect the Company's beliefs and assumptions based on information available

at the time the statements were made. Actual results or events may differ from those predicted in these forward-looking statements. All of the Company's forward-looking statements are qualified by the assumptions that are stated or inherent in such forward-looking statements, including the assumptions listed below. Although the Company believes that these assumptions are reasonable, this list is not exhaustive of factors that may affect any of the forward-looking statements.

Forward-looking statements involve known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, predictions, projections, forecasts, performance or achievements expressed or implied by the forward-looking statements.

Although 1911 Gold has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that the forward-looking statements will prove to be accurate, and actual results or events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

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