

Badlands Announces \$2,000,000 Non-Brokered Private Placement and Debt Settlement

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Vancouver, June 12, 2026 - [Badlands Resources Inc.](#) (TSXV: BLDS) (FSE: B7Q) ("Badlands" or the "Company") is pleased to announce that it intends to complete a non-brokered private placement of up to 7,407,408 units ("Units") of the Company at an issue price of \$0.27 per Unit for total gross proceeds of up to \$2,000,000 (the "Placement"). Each Unit will consist of one (1) common share of the Company (a "Share") and one (1) non-transferable share purchase warrant (a "Warrant"), with each Warrant exercisable to acquire one (1) additional Share at a price of \$0.45 for a period of two years from the date of issue, provided that after the expiry of all regulatory hold periods on the Warrants, if the closing price of the Shares on the TSX Venture Exchange (the "TSXV") exceeds \$0.65 for five (5) consecutive trading days at any time (the "Acceleration Event"), then the Company shall have the right, but not the obligation, to accelerate the expiry date of the Warrants to 4:30 p.m. (Vancouver time) on the date that is 30 calendar days after the Company provides notice to the holders of the Warrants of such acceleration. The Placement will replace the private placement previously referenced in the Company's news release dated May 28, 2026.

All securities issued under the Placement will be subject to a hold period expiring four months and one day from the date of issue.

Finders' fees may be payable on all or a portion of the Placement in accordance with the policies of the TSXV.

The Company intends to use the net proceeds of the Placement to extinguish debt, for new property acquisitions, including the Goliath property located in the District of Kenora, Northwestern Ontario, and for general working capital.

Completion of the Placement is subject to, among other things, the approval of the TSXV. The Company anticipates closing of the Placement (in one or more tranches) as soon as practicable, subject to receipt of all necessary regulatory approvals.

The Company also announces that it has agreed, subject to the acceptance of the TSXV, to settle (the "Debt Settlement") \$500,000 worth of debt owing to non-arm's length and arm's length parties, through the issuance of 1,851,846 Shares (the "Debt Settlement Shares") at a deemed price of \$0.27 per Share. The Debt Settlement Shares issued will be subject to a hold period expiring four months and one day from the date of issue. Through the Debt Settlement, non-arm's length parties (the "Related Party Creditors") will receive an aggregate of 1,111,108 Debt Settlement Shares in settlement of \$300,000 of debt owing by the Company. The issuance of Debt Settlement Shares to the Related Party Creditors will constitute a "related party transaction" for the Company, as such term is defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), and the Company will rely on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 respectively contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Debt Settlement Shares to be issued to the Related Party Creditors nor the consideration for such Shares, will exceed 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Debt Settlement, as the details of the participation of the Related Party Creditors were not settled until shortly prior to this announcement and the Company wishes to close the Debt Settlement as soon as practicable for sound business reasons.

This news release does not constitute an offer to sell or solicitation of an offer to sell any 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 within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

On Behalf of the Board of Directors
BADLANDS RESOURCES INC.
R. Dale Ginn, President and CEO

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

Cautionary Note regarding Forward-Looking Statements

Statements contained in this press release that are not historical facts are "forward-looking information" or "forward-looking statements" (collectively, "Forward-Looking Information") within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking Information includes, but is not limited to, statements respecting: completion of the Placement and the debt settlement and the conditions thereto; the use of proceeds from the Placement; and the anticipated timing of closing of the Placement. The words "anticipate," "expect," "intend," "may," "will" and similar expressions are intended to be among the statements that identify Forward-Looking Information. Forward-Looking Information is subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the Forward-Looking Information. In preparing the Forward-Looking Information in this news release, the Company has applied several material assumptions, including, but not limited to, assumptions that: general business and economic conditions will not change in a materially adverse manner; all requisite regulatory approvals, including TSXV approval, will be received; and all requisite information will be available in a timely manner. Factors that may cause actual results to vary materially include, but are not limited to: inaccurate assumptions concerning the exploration for and development of mineral deposits; currency fluctuations; unanticipated operational or technical difficulties; risks related to unforeseen delays; general economic, market or business conditions; regulatory changes; timeliness of regulatory approvals; the risks of obtaining necessary licenses and permits; changes in general economic conditions or conditions in the financial markets; and the inability to raise additional financing. Readers are cautioned not to place undue reliance on this Forward-Looking Information. The Company does not assume the obligation to revise or update this Forward-Looking Information after the date of this release or to revise such information to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

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