

Trifecta Gold Announces Closing of Private Placement

28.06.2024 | [ACCESS Newswire](#)

VANCOUVER, June 28, 2024 - [Trifecta Gold Ltd.](#) (TSXV:TG)(OTCQB:TRRFF) ("Trifecta" or the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement for total proceeds of \$1,478,990 (see news release dated May 30, 2024). The private placement consisted of the sale of 9,859,934 units at a price of \$0.15 per unit, with each unit consisting of one common share and one-half (1/2) of one share purchase warrant (each whole share purchase warrant a "Warrant"), with each Warrant entitling the holder to purchase one additional common share at a price of \$0.25 per share until June 28, 2025.

Trifecta paid cash finders' fees totaling \$10,665 and issued a total of 66,000 finder warrants to Venum Financial Corp., Canaccord Genuity Corp. and Leede Jones Gable Inc. in connection with this private placement. Each finder warrant is exercisable into one common share of the Company until June 28, 2025 at an exercise price of \$0.25 per finder warrant.

All securities issued as part of the closing of this private placement, including any shares that may be issued pursuant to the exercise of the warrants or the finder warrants, are subject to a hold period in Canada until October 29, 2024.

The proceeds from the sale of the units will be used to fund exploration activities at Trifecta's mineral properties as well as for general working capital purposes.

Insiders of Trifecta purchased a total of 2,868,300 units in the private placement. The participation of these insiders constituted a related party transaction within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 - "Protection of Minority Security Holders in Special Transactions" ("MI 61-101"). Trifecta has relied on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that the fair market value (as determined under MI 61-101) of insider participation in the private placement did not exceed 25% of Trifecta's market capitalization.

About Trifecta Gold Ltd.

Trifecta is a Canadian-based precious metals exploration company dedicated to increasing shareholder value through the discovery and development of 100% held gold projects in Yukon and Nevada. Initial drilling at its Yuge Gold Project, located in northern Nevada, has identified multiple broad zones of gold mineralization near historical high-grade mines. The Company's Eureka Project hosts an 8 x 2.5 kilometre belt of surface showings and anomalous gold-in-soil that straddle the headwaters of two of the most productive placer creeks in Yukon's southern Klondike Goldfields. The Company's Treble Project covers a large hydrothermal system, located midway between [Western Copper and Gold Corp.](#)'s Casino Deposit, the largest copper and gold deposit in the Yukon, and [Rockhaven Resources Ltd.](#)'s Klaza Deposit, a high-grade gold-silver deposit.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for the sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

ON BEHALF OF THE BOARD

"Richard Drechsler"

President and CEO

For further information concerning Trifecta or its various exploration projects please visit www.trifectagold.com or contact:

Corporate Information

Trifecta Gold Ltd.
Richard Drechsler
President and CEO
Tel: (604) 687-2522

This news release may contain forward looking statements based on assumptions and judgments of management regarding future events or results that may prove to be inaccurate as a result of exploration and other risk factors beyond its control, and actual results may differ materially from the expected results.

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 news release.

SOURCE: Trifecta Gold Ltd.

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Die URL für diesen Artikel lautet:

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