

TDG Gold Provides Update on Planned Completion of Bought Deal Private Placement and Acquisition of Anyox Copper

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WHITE ROCK, July 12, 2025 - [TDG Gold Corp.](#) (TSXV:TDG) (the "Company" or "TDG") announces that, further to its press release dated June 17, 2025, the Company's acquisition (the "Acquisition") of Anyox Copper Ltd. ("Anyox") and concurrent "bought deal" financing (the "Offering") is expected to close on July 14, 2025. The Offering is being led by BMO Capital Markets, acting as lead manager and sole bookrunner, together with Clarus Securities, acting as co-lead underwriter, and on behalf of a syndicate of underwriters including Agentis Capital Markets Limited Partnership and Haywood Securities Inc. (collectively, the "Underwriters").

The Underwriters have notified the Company that they will exercise the over-allotment option (the "Underwriters' Option") in connection with the Offering, so it is anticipated the Company will raise aggregate gross proceeds of \$28,757,850 in the Offering through the issuance of:

1. 17,150,000 non-flow-through common shares of the Company (the "NFT Shares") (including 2,150,000 NFT Shares issued pursuant to the Underwriters' Option at a purchase price of \$0.60 per NFT Share for gross proceeds of \$10,290,000;
2. 13,455,000 non-critical mineral charity flow-through common shares of the Company ("Non-Critical CFT Shares") (including 1,755,000 Non-Critical CFT Shares issued pursuant to the Underwriters' Option) at a purchase price of \$0.84 per Non-Critical CFT Share for gross proceeds of \$11,302,200; and
3. 7,705,000 critical mineral charity flow-through common shares of the Company ("Critical CFT Shares", together with the NFT Shares and the Non-Critical CFT Shares, the "Financing Securities") (including 1,005,000 Critical CFT Shares issued pursuant to the Underwriters' Option) at a price of \$0.93 per Critical CFT Share for gross proceeds of \$7,165,650.

The Acquisition will involve the acquisition by the Company of common shares of Anyox from an aggregate of up to 12 vendors (the "Related Party Vendors") that are, or are associated or affiliated entities of, directors and officers of [Skeena Resources Ltd.](#) ("Skeena"). As Skeena is a greater than 10% shareholder of the Company, the Related Party Vendors are considered Non-Arm's Length Parties of the Company as such term is defined under the policies of the TSX Venture Exchange ("Exchange"), and the Acquisition is thus a Reviewable Acquisition under Exchange Policy 5.3 - Acquisitions and Dispositions of Non-Cash Assets.

The Related Party Vendors are expected to receive an aggregate of up to 27,180,098 common shares in the capital of the Company (the "Consideration Shares") in exchange for their common shares of Anyox in connection with the Acquisition. In connection with the transaction, an aggregate of up to 9,207,148 Consideration Shares will be divested by the Related Party Vendors to arm's length parties to the Company. As a result of such divestment, the Related Party Vendors will hold an aggregate of 17,972,950 Consideration Shares, which will represent approximately 6.6% of the outstanding common shares of TDG after giving effect to the Acquisition and the Offering.

Skeena will act as back-end purchaser of 6,666,667 Non-Critical CFT Shares, acquiring the Non-Critical CFT Shares from the original subscribers at a purchase price of \$0.60 per Non-Critical CFT Share, increasing its ownership of the Company's common shares to 29,666,667 common shares, or 10.88% of the outstanding common shares of TDG after giving effect to the Acquisition and the Offering (the "Skeena Back-End Purchase").

In connection with Skeena's investment, the Company will enter into an investor rights agreement with Skeena, pursuant to which Skeena will be granted the right to appoint one director to the Company's Board as well as the right to participate in the Company's next equity financing to increase its holdings to 15% of all outstanding common shares, and pro rata participation rights in future financings.

The issuance of Consideration Shares to the Related Party Vendors, and the Skeena Back-End Purchase constitute related party transactions pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the participation of the related parties in the Acquisition in reliance on the exemptions contained in sections 5.5(b) (Issuer Not Listed on Specific Markets) and 5.7(1)(a) (Fair Market value Not More Than 25% of Market Capitalization) of MI 61-101. The completion of the Acquisition remains subject to Exchange approval.

Caution to US Investors

This news 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 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.

About TDG Gold Corp.

TDG is a major mineral tenure holder in the Toodoggone District of north-central British Columbia, Canada, with 100% ownership of ~50,000 hectares of brownfield and greenfield exploration ground.

ON BEHALF OF THE BOARD

Fletcher Morgan
Chief Executive Officer

For further information contact:

TDG Gold Corp.,
Telephone: +1.604.536.2711
Email: info@tdggold.com

Neither 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.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to exploration plans of the Company.

As well, Forward-looking Information may relate to: future outlook and anticipated events, such as the completion of the Acquisition; and future plans, projections, objectives, estimates and forecasts and the timing related thereto.

Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not

always, be identified by words such as "adjacent", "plans", "focus", "define", "extension", "intend", "advance", "potential", "propose", "strategic", "important", "accessible", , variants of these words and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company's plans relating to completion of the Acquisition and issuance of the Consideration Shares are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, including, receipt of Exchange approval for the Acquisition and such further risks as disclosed in the Company's periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. Readers are referred to the additional information regarding the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada. Although the Company 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 could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at www.sedarplus.ca.

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward-looking statements, other than as required by law.

SOURCE: TDG Gold Corp.

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