
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 9, 2026
Date of Report (Date of earliest event reported)

STREAMEX CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State
of incorporation)

001-38659
(Commission
File Number)

26-433375
(I.R.S. Employer
Identification Number)

2431 Aloma Avenue, Suite 243
Winter Park, Florida 32792
(Address of principal executive offices) (Zip code)

(203) 409-5444
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	STEX	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02. Termination of a Material Definitive Agreement.

As previously disclosed in Streamex Corp. (the “Company”) Current Report on Form 8-K, filed on January 27, 2026, the Company delivered an irrevocable optional prepayment notice with respect to its secured convertible debentures issued to YA II PN, LTD. (the “Holder”) (the “Yorkville Debentures”). On February 6, 2026, the Holder elected to convert \$15,000,000 of principal (with \$0 of accrued interest) at a conversion price of \$4.00 per share, resulting in the issuance of 3,750,000 shares of common stock. The shares were issued pursuant to an effective registration statement on Form S-3 previously filed by the Company.

Following the expiration of the conversion election period, the Company pre-paid the remaining amounts due under the Yorkville Debentures for an aggregate cash payoff amount of \$38,902,740, consisting of \$35,000,000 of principal, \$3,500,000 of prepayment premium, and \$402,740 of accrued interest. Upon payment in full, the Yorkville Debentures were satisfied and the related security interests were released.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 9, 2026, the Company announced that Morgan Lekstrom, the Company’s Co-Founder and Chairman of the Board, has been named Executive Chairman and will join the Company’s executive leadership team.

The Company has not, as of the date of this report, made a determination regarding any material changes to Mr. Lekstrom’s compensation arrangements in connection with his appointment as Executive Chairman. The Company will file an amendment to this Current Report on Form 8-K within four business days after such information is determined or becomes available, if required.

Item 8.01 Other Events

On February 9, 2026, the Company issued a press release announcing (i) the appointment of Morgan Lekstrom as Executive Chairman and (ii) the completed repayment of the Debentures and the cancellation of the SEPA. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Additionally, on February 13, 2026, the Company filed a prospectus supplement to register for resale 2,443,750 shares of its common stock that were previously issued to Terra Capital Natural Resources Fund Pty Ltd. on December 11, 2025.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Sichenzia Ross Ference Carmel LLP
99.1	Press Release, dated February 9, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 13, 2026

By: /s/ Karl Henry McPhie

Name: Karl Henry McPhie

Title: Chief Executive Officer



February 13, 2026

Streamex Corp.
2431 Aloma Avenue, Suite 243
Winter Park, FL 32792

Ladies and Gentlemen:

We have acted as special counsel to Streamex Corp., a Delaware corporation (the “Company”), in connection with the December 11, 2025 Share Purchase Agreement (the “Purchase Agreement”) with Terra Capital Natural Resources Fund Pty Ltd. (“Terra”) pursuant to which the Company issued 2,443,750 shares of its common stock (the “Shares”) to Terra on December 11, 2025.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”).

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following:

1. The Amended and Restated Certificate of Incorporation of the Company, as amended and/or restated as of the date hereof;
2. The Amended and Restated Bylaws of the Company, as amended and/or restated as of the date hereof;
3. The Purchase Agreement;
4. The Registration Statement on Form S-3 (File No. 333-276298) previously filed with the Securities and Exchange Commission (the “Commission”) on December 28, 2023, as amended on January 5, 2024 and December 9, 2024, and declared effective by the Commission on December 17, 2024 (the “Registration Statement”);
5. The prospectus supplement, dated February 13, 2026, filed with the Commission pursuant to Rule 424(b)(5) promulgated under the Securities Act (the “Prospectus Supplement”), together with the base prospectus dated December 17, 2024; and
6. Resolutions of the Board of Directors of the Company approving the Purchase Agreement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

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In our examination, we have assumed the genuineness of all signatures, including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed (i) that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and (ii) the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents, and the validity and binding effect thereof on such parties.

The opinion expressed below is limited to the federal securities laws of the United States of America and the corporate laws of the State of Delaware and we express no opinion as to the effect on the matters covered by the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the Shares are duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Company's Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. We also hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Sichenzia Ross Ference Carmel LLP
Sichenzia Ross Ference Carmel LLP

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Streamex Corp. (NASDAQ: STEX) Appoints Morgan Lekstrom as Executive Chairman, & Announces Completed Repayment of Convertible Debenture and Cancellation of SEPA

Winter Park, FL – February 9, 2026 – Streamex Corp. (“Streamex” or the “Company”) (NASDAQ: STEX), a leader in institutional-grade tokenization and digital asset infrastructure, today announced that its Co-Founder and Chairman, Morgan Lekstrom, has been named Executive Chairman and will join the executive leadership team. The Company has also announced that the previously entered into Secured Convertible Debentures with YA II PN, LTD., a Cayman Islands exempt limited company (“Yorkville” or “Holder”) have been fully repaid and the Standby Equity Purchase Agreement (the “SEPA”) previously entered into with Yorkville has been cancelled.

“I am honoured and excited to step into the executive Chairman role during such a pivotal time for the company,” said Morgan Lekstrom, Co-Founder of Streamex. “Working directly with our leadership team, partners, and stakeholders we will accelerate and execute on our strategic vision during this critical inflection point in our growth. The convergence of traditional commodity markets with regulated blockchain infrastructure is unprecedented, and Streamex is positioned at the forefront of this transformation.”

“I am thrilled to welcome my co-founder, Morgan Lekstrom, to the executive team as Executive Chairman,” said Henry McPhie, Co-Founder and CEO of Streamex. “Morgan’s leadership, expertise, and work ethic will undoubtedly accelerate our strategic execution. His extensive experience in capital markets and company building is a powerful addition to our leadership team.”

In addition to leadership updates, on February 6, 2026, the Company successfully completed the early repayment to Yorkville of its outstanding Secured Convertible Debentures, announced previously. As previously announced, the SEPA with Yorkville, which the Company never utilized, has also been terminated. These actions have effectively removed all debt and dilution overhang from Streamex’s capital structure, positioning the Company with a clean balance sheet and greater financial flexibility as it enters 2026 and focuses on growth initiatives and the upcoming GLDY launch.

About Morgan Lekstrom

Morgan Lekstrom is the co-founder of Streamex and a seasoned mining executive with over 17 years of experience in capital markets, strategic M&A, and mining. He most recently served as CEO of NexMetals Mining Corp., developing critical metals projects in Botswana with US\$150 million backing from the Export-Import Bank of the United States. Previously, as President of NexGold Mining, he orchestrated strategic transformations through mergers with Blackwolf Copper and Gold, Treasury Metals, and Signal Gold. Lekstrom founded Streamex with Henry McPhie 3.5 years ago and is the largest shareholder along with Henry.

About Streamex Corp.

Streamex Corp. (NASDAQ: STEX) is a vertically integrated technology and infrastructure company focused on the tokenization and digitalization of real-world assets. Streamex provides institutional-grade solutions that bring traditional commodities and assets on-chain through secure, regulated, and yield-bearing financial instruments. The company is committed to delivering transparent, scalable, and compliant digital asset solutions that bridge the gap between traditional finance and blockchain-enabled markets.

For more information, visit www.streamex.com or follow the company on X (Twitter) at [@streamex](https://twitter.com/streamex).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding Streamex's business strategy, future growth, and leadership impact. These statements are based on current expectations and assumptions that are subject to risks and uncertainties, many of which are beyond Streamex's control, and actual results may differ materially. Factors that could cause such differences include, among others, market conditions, regulatory developments, and macroeconomic factors affecting digital asset markets. Streamex undertakes no obligation to update or revise any forward-looking statements except as required by applicable law.

Contacts

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