

SOPerior Provides Corporate Update and Announces \$4 Million Non-Brokered Private Placement

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Toronto, May 4, 2020 - [SOPerior Fertilizer Corp.](#) (TSX: SOP) ("SOP" or the "Company") is pleased to report that it continues to advance the Blawn Mountain Project in Beaver County, Utah. The Blawn Mountain Project is focused on the exploration, development and production of mineral resources for alunite in order to produce SOP, co-product sulphuric acid and alumina. The Blawn Mountain Project is comprised of 23.5 sections of land owned by the State of Utah, acting by and through the School and Institutional Trust Lands Administration ("SITLA"), and covering approximately 15,403 acres (6,233 hectares) of land located in Beaver County, Utah. In the April 24/2017 Blawn Mtn Prefeasibility Report, the NI 43-101 reserves were estimated at 10.6 MT SOP, 24.1MT Sulfuric acid, with 19.4MY of alumina resources.

The Company has spent significant time and effort in advancing various opportunities to fast track the development of the Blawn Mountain Project and is now seeking to position the expertise both from a board of directors and management perspective that will better define the objectives of the Company and advance this large world class project.

Upon closing of the Private Placement, as defined below, it is expected that Mr. R. Bruce Duncan, Olga Nikitovic, E. Richard Klue, Arthur Roth, Andrew Squires and Ian Smith will tender their resignations as directors and/or officers of the Company. Mr. Andrew Squires and Mrs. Olga Nikitovic will continue with the Company in a consultancy role, as needed.

In addition, the Company is pleased to announce a non-brokered private placement (the "Private Placement") of up to 160,000,000 units (each, a "Unit") of the Company at an offering price of CAD\$0.025 per Unit for gross proceeds of up to \$4,000,000. Each Unit will consist of one common share in the capital of the Company (each, a "Common Share") and one-half of a Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share (each, a "Warrant Share") at an Exercise price of \$0.10 per Warrant Share at any time prior to 5:00 p.m. (Toronto time) on the date which is four (4) years from the closing date of the Private Placement. The price of \$0.025 per Unit is equal to the current market price (as such term is defined in the TSX Company Manual (the "Manual")) of the SOP Common Shares. Currently, SOP has 215,568,839 Common Shares issued and outstanding. Assuming the Private Placement is fully subscribed, the number of Common Shares comprising a part of the Units issuable by the Company will be 160,000,000, representing a 74.2% dilution to the current issued and outstanding Common Shares on a pre-Private Placement basis (240,000,000 Common Shares representing a 111.3% dilution assuming exercise of the Warrants).

In connection with the Private Placement, the Company may pay certain eligible persons a cash commissions of up to 6% of the proceeds raised by such eligible person and issue finder's warrants equal to 6% of the Units issued to subscribers introduced to the Company by such eligible persons (the "Finder's Warrants"). Each Finder's Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$0.10 per Common Share for a period of three (3) years from the date of issuance.

The net proceeds of the Private Placement shall be used primarily to pay outstanding obligations, including without limitation \$1,970,000 (US\$1,440,000) owing to Lind Asset Management VII, LLC ("Lind") and for working capital and general corporate purposes.

In connection with the Private Placement, the Company is proposing to issue 6,000,000 Common Share purchase warrants (the "Lind Warrant"). Each Lind Warrant will entitle the holder to acquire a Common Share at an exercise price of \$0.065 per Common Share for a period of three (3) years from the date of issuance. As consideration for the issuance of the Lind Warrants Lind has agreed to forbear on exercising its security over the assets of the Company and purchase 12,000,000 Units in the Private Placement.

Closing of the Private Placement is subject to receipt of all necessary corporate and regulatory approvals, including the approval of the Toronto Stock Exchange ("TSX"). In this regard, in the event that the Private Placement could result in the issuance of Common Shares to the subscribers in excess of 25% of the number of currently issued and outstanding Common Shares and would materially affect control of the Company.

Closing of the Private Placement is anticipated to occur on or about May 15, 2020.

The Common Shares will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The Common Shares have not been and will not be registered under the United States Securities Act of 1993, as amended (the U.S. Securities Act), or any state securities laws and may not be offered or sold unless an exemption from registration is available. The Common Shares will be issued on a private placement basis pursuant to an exemption from registration provided by Regulation D under the U.S. Securities Act.

The Company is in serious financial difficulty as a result of defaulting under a convertible debt facility provided by Lind in 2017 and the inability of the Company to secure sufficient third-party financing over the last 24 months in the current difficult market conditions. Given the situation, the Company has immediate capital needs and cannot fund its current obligations necessary in order to comply with the terms of the Note and continue permitting work and maintain its Blawn Mountain Project in good standing.

Pursuant to Section 604(e) of the Manual, the Company has applied for an exemption from the shareholder approval requirements of the TSX, on the basis of financial hardship, given that the Company is in serious financial difficulty with limited alternatives and the immediacy of the Company's need to address its financial obligations through the Private Placement does not afford it sufficient time to hold a special shareholders meeting. If granted, the Company will avail itself of the shareholder approval exemption.

The Company expects that, as a consequence of its financial hardship application, the TSX will place SOP under remedial delisting review, which is normal practice when a listed issuer seeks to rely on this exemption. No assurance can be provided as to the outcome of such review and therefore, continued qualification for listing on the TSX.

NEITHER THE TORONTO STOCK EXCHANGE NOR ITS REGULATION SERVICES PROVIDER ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

On Behalf of the Board of Directors

[SOPerior Fertilizer Corp.](#)

"R. Bruce Duncan"
Executive Chairman and Director

Contact Information
E-mail inquiries: info@SOPfertilizer.com
P: (416) 362-8640
www.SOPfertilizer.com

About SOPerior Fertilizer Corp.

[SOPerior Fertilizer Corp.](#) is a Canadian based exploration and development company with a unique opportunity to develop a SOP and alumina rich material project into long-term mining production. The Company's Blawn Mountain Project consists of four areas of surface mineable alunite mineralization in the

State of Utah. Alunite is a sulfate mineral ore rich in both SOP and alumina. Located in a mining friendly jurisdiction with established infrastructure nearby, the project covers approximately 15,404 acres of state-owned land and has a known permitting process. Extensive development was completed in the 1970s including a mine plan, feasibility study and 3-year pilot plant operation. SOPerior has a highly qualified and proven management team in place with significant financial, project management and operational experience and the ability to take projects into production.

FORWARD LOOKING STATEMENTS: This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. All of the forward-looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at www.sedar.com).

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