

# Probe Metals Announces \$15 Million Bought Deal Private Placement

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TORONTO, Feb. 14, 2022 - [Probe Metals Inc.](#) (TSXV: PRB) (OTCQB: PROBF) ("Probe" or the "Company") is pleased to announce that it has entered into an agreement with Canaccord Genuity Corp. on behalf of a syndicate of underwriters (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, on a "bought deal" basis, 4,840,000 flow-through units of the Company (the "Flow-Through Units") at a price of \$3.10 per Flow-Through Unit (the "Offering Price") for gross proceeds of \$15,004,000 (the "Underwritten Offering").

Each Flow-Through Unit will consist of one common share of the Company issued as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec)) and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share of the Company at a price of \$2.40 per share for a period of 24-months from the Closing Date (as defined herein).

The Company has granted the Underwriters an option, exercisable in whole or in part at any time up to 48 hours prior to the Closing Date (as defined herein), to arrange for the purchase of up to an additional 726,000 Flow-Through Units at the Offering Price (the "Underwriters' Option" and together with the Underwritten Offering, the "Offering"). The Offering is expected to close on or about March 8, 2022 (the "Closing Date") and is subject to the Company receiving all necessary regulatory approvals.

The gross proceeds of the Offering will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) and, in respect of Québec resident subscribers who are eligible individuals, will qualify for inclusion in the "exploration base relating to certain Québec surface mining or oil and gas exploration expenses" and the "exploration base relating to certain Québec exploration expenses" of the Corporation as such terms are defined in the Taxation Act (Québec) (the "Qualifying Expenditures") related to the Company's properties located in Quebec, Canada on or before December 31, 2022. All Qualifying Expenditures will be renounced in favour of the subscribers effective December 31, 2022.

The Flow-Through Units will be offered by way of private placement pursuant to applicable exemptions from prospectus requirements in each of the provinces of Alberta, British Columbia, Ontario, Quebec and in such other jurisdictions as may be mutually agreed between the Company and the Underwriters. The securities issues under the Offering will be subject to a four month hold period under applicable Canadian securities laws.

The securities to be offered pursuant to the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Probe Metals:

[Probe Metals Inc.](#) is a leading Canadian gold exploration company focused on the acquisition, exploration and development of highly prospective gold properties. The Company is committed to discovering and developing high-quality gold projects, including its key asset the multimillion-ounce Val-d'Or East Gold Project, Québec. The Company is well-funded and controls a strategic land package of approximately 1,500-square-kilometres of exploration ground within some of the most prolific gold belts in Québec. The

Company was formed as a result of the \$526M sale of Probe Mines Limited to Goldcorp. [Eldorado Gold Corp.](#) currently owns approximately 10.9% of the Company.

On behalf of [Probe Metals Inc.](#),

Dr. David Palmer,  
President & Chief Executive Officer

#### Forward-Looking Statements

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. This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, following: the intention to complete the Offering and the expected expenditure of the proceeds of the Offering, and the Company's objectives, goals or future plans. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to: the ability to compete the financing on the terms as announced or at all; failure to identify mineral resources; failure to convert estimated mineral resources to reserves; delays in obtaining or failures to obtain required regulatory, governmental, environmental or other project approvals; political risks; the anticipated results of the Preliminary Economic Assessment for the Val-d'Or East project, including future project opportunities, future operating and capital costs, closure costs, AISC, the projected NPV, IRR, timelines, permit timelines, and the ability to obtain the requisite permits, economics and associated returns of the Val-d'Or East project, the technical viability of the Val-d'Or East project, the market and future price of and demand for gold, the environmental impact of the Val-d'Or East project, and the ongoing ability to work cooperatively with stakeholders, including the local levels of government; inability to fulfill the duty to accommodate First Nations and other indigenous peoples; uncertainties relating to the availability and costs of financing needed in the future; changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices; delays in the development of projects, capital and operating costs varying significantly from estimates; an inability to predict and counteract the effects of COVID-19 on the business of the Company, including but not limited to the effects of COVID-19 on the price of commodities, capital market conditions, restriction on labour and international travel and supply chains; and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

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