

Magna Terra Announces \$1.5 Million Non-Brokered Private Placement

02.05.2022 | [ACCESS Newswire](#)

TORONTO, May 2, 2022 - [Magna Terra Minerals Inc.](#) (the "Company" or "Magna Terra") (TSX-V:MTT) is pleased to announce that, subject to all regulatory approvals, the Company intends to complete a non-brokered Private Placement of minimum gross proceeds of \$1.5 million (the "Offering").

The Offering will consist of a combination of Premium Flow-Through Units ("PFT Units") at a price of \$0.14 per PFT Unit; and Hard Dollar Units ("HD Units") at a price of \$0.10 per HD Unit.

Each PFT Unit will consist of one (1) flow-through common share of the company and one half (1/2) of one flow-through common share purchase warrant. Each full flow-through common share purchase warrant will be exercisable for an additional common share of the Company at a price of \$0.15 for 24 months from the date of issuance.

Each HD Unit will consist of one (1) common share of the company and one half (1/2) of one common share purchase warrant. Each full common share purchase warrant will be exercisable for an additional common share of the Company at a price of \$0.15 for 24 months from the date of issuance.

The warrants issued in conjunction with this Offering will be subject to an Acceleration Clause, four (4) months plus one (1) day after the Closing Date of the Private Placement, whereby the Acceleration Clause will be in effect if the closing price of the common shares of the Company on the TSX Venture Exchange is equal to or greater than \$0.35 for ten (10) consecutive trading days, entitling the Company to accelerate the expiry date of the warrants such that the holders of the warrants shall have a period of thirty (30) days to exercise the warrants upon deemed receipt of the Acceleration Notice.

The gross proceeds from the issuance of PFT Units will be used to incur "Canadian exploration expenses" that are "flow-through mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) related to the Company's mineral exploration projects, primarily for an exploration drilling program at the Company's Great Northern Project in western Newfoundland. The proceeds from the issuance of HD Units will be used for general working capital purposes.

In connection with the Private Placement, the Company may pay finder's fees in cash or securities or a combination of both, as permitted by the policies of the TSX Venture Exchange. All securities issued pursuant to the Private Placement will be subject to a regulatory four month and one day hold period. It is anticipated that an initial closing will occur on or before May 18, 2022. The Private Placement is subject to approval by the TSX Venture Exchange.

About Magna Terra

[Magna Terra Minerals Inc.](#) is a precious metals focused exploration company, headquartered in Toronto, Canada. Magna Terra owns two district scale, resource stage gold exploration projects in the top-tier mining jurisdictions of New Brunswick and Newfoundland and Labrador. Further, the Company maintains a significant exploration portfolio in the province of Santa Cruz, Argentina which includes its precious metals discovery on its Luna Roja Project, as well as an extensive portfolio of district scale drill ready projects available for option or joint venture.

Forward Looking Statements

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 release.

Cautionary Statements Regarding Forward Looking Information

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.

This news release includes certain forward-looking statements concerning the use of proceeds of the Offering, the future performance of our business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, the future tax treatment of the PFT Units, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at www.sedar.com. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these forward-looking statements except as required by applicable law.

FOR FURTHER INFORMATION PLEASE CONTACT:

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