

Graphite One Announces LIFE Financing and Concurrent Private Placement

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VANCOUVER, Dec. 16, 2024 - [Graphite One Inc.](#) (TSXV: GPH) (OTCQX: GPHOF) ("Graphite One" or the "Company"), announces that it is undertaking a non-brokered private placement financing of units (each, a "Unit") at CDN\$0.75 per Unit for aggregate gross proceeds of up to: (i) CDN\$4,125,000 to purchasers resident in Canada, except Quebec, in accordance with Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106") listed issuer financing exemption (the "LIFE Financing") and (ii) CDN\$3,375,000 to purchasers resident outside of Canada (the "Concurrent Private Placement" and together with the LIFE Financing, the "Offering"). Each Unit consists of one common share (a "Common Share") of the Company and one common share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of CDN\$1.00 per share and expires at the earlier of: (i) two (2) years from the closing date of the Offering; or (ii) at the Company's option, 30 days from the date of announcement to accelerate the expiry date, if for any ten (10) consecutive trading days the closing price of the Company's common shares on the TSX Venture Exchange (the "TSXV") is at or exceeds CDN\$1.50.

Finder's fees of up to 8% in cash and 8% in broker warrants, which terms will be the same as the Warrants, may be paid on a portion of the Offering in accordance with the policies of the TSXV.

All securities issued pursuant to the LIFE Financing will not be subject to a hold period in accordance with applicable Canadian securities laws. All securities issued pursuant to the Concurrent Private Placement will be subject to a statutory hold period of four months from the date of issuance in accordance with applicable securities legislation. The Offering is subject to certain closing conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the approval of the TSXV.

The issuance of any Units to existing minority shareholder Taiga Mining Company, Inc. will be considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Graphite One is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of Graphite One's market capitalization.

There is an offering document related to the LIFE Financing that can be accessed under the Company's profile at www.sedarplus.ca and at <https://www.graphiteoneinc.com/>. Prospective investors should read this offering document before making an investment decision.

The Company intends to use the net proceeds from the Offering to complete the feasibility study, commence permitting of the Graphite Creek project and for general corporate purposes.

This news release does not constitute an offer to sell or a solicitation of an offer to sell 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 Graphite One Inc.

GRAPHITE ONE INC. continues to develop its Graphite One Project (the "Project") to become an American

producer of high-grade anode materials that is integrated with a domestic graphite resource. The Project is proposed as a vertically integrated enterprise to mine, process and manufacture anode active materials primarily for the lithium-ion electric vehicle battery market. As set forth in the Company's 2022 Pre-Feasibility Study, graphite mineralization mined from the Company's Graphite Creek Property, situated on the Seward Peninsula about 60 kilometers north of Nome, Alaska, would be processed into concentrate at an adjacent processing plant. Natural and artificial graphite anode active materials and other value-added graphite products would be manufactured from the concentrate and other materials at Graphite One's proposed advanced graphite materials manufacturing facility to be located in northeastern Ohio.

On Behalf of the Board of Directors

"Anthony Huston" (signed)

For more information on Graphite One Inc., please visit the Company's website, www.GraphiteOneInc.com

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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.

All statements in this release, other than statements of historical facts, including those related to the completion of the Offering, the maximum gross proceeds of the Offering, the approval of the TSX Venture Exchange, finder's fees under the Offering, and events or developments that the Company intends, expects, plans, or proposes are forward-looking statements. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "proposes", "expects", "is expected", "scheduled", "estimates", "projects", "plans", "is planning", "intends", "assumes", "believes", "indicates", "to be" or variations of such words and phrases that state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". The Company cautions that there is no certainty that the Offering will close, the TSX Venture Exchange will approve of the Offering, or the Company will receive the maximum gross proceeds under the Offering. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continuity of mineralization, uncertainties related to the ability to obtain necessary permits, licenses and title and delays due to third party opposition, changes in government policies regarding mining and natural resource exploration and exploitation, and continued availability of capital and financing, and general economic, market or business conditions. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date it is expressed in this press release, and the Company undertakes no obligation to update publicly or revise any forward-looking information, except as required by applicable securities laws.

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