

Robex Resources Inc. Announces Entry into Underwriting Agreement

15.04.2025 | [GlobeNewswire](#)

[Robex Resources Inc.](#) (TSXV: RBX) ("Robex" or the "Company") is pleased to announce that it has entered into an underwriting agreement (the "Underwriting Agreement") with Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited as joint-lead managers (the "Joint Lead Managers"), pursuant to which the Joint Lead Managers will fully underwrite (in their respective proportions) the Company's proposed offer of CHES Depositary Interests (each a "CDI") at an issue price of A\$3.11 (CAD\$2.73 based on the CAD/AUD exchange rate on April 14, 2025) for gross proceeds of A\$120 million (the "Offer") following closure of a bookbuild for the Offer conducted by the Joint Lead Managers, and the receipt of firm commitments for A\$120 million under the bookbuild. Each CDI will represent a beneficial interest in one (1) common share of the Company. The Offer is being conducted in connection with the Company's proposed additional listing on the Australian Securities Exchange (the "ASX"). The Company intends to conduct the Offer by offering CDIs to purchasers outside of Canada pursuant to a prospectus (the "Prospectus") to be filed with the Australian Securities and Investments Commission ("ASIC") and to purchasers in Canada via private placement (the "Private Placement").

The Offer is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange and all applicable securities regulatory authorities. The Prospectus will not be filed in any province or territory of Canada. The Underwriting Agreement is subject to certain terms and conditions which are customary for an Underwriting Agreement of this type, including conditions precedent, representation and warranties, indemnities (in favour of the JLMs), undertakings and termination rights. In particular, the Underwriting Agreement contains various representation and warranties by the Company relating to the Company and its business.

The JLMs will receive (i) an underwriting fee of 0.25% of the total amount raised under the Offer ("Offer Proceeds"), (ii) a management fee of 1% of the Offer Proceeds and (iii) a distribution fee of 2.75% of the Offer Proceeds, to be paid in cash upon the settlement and issue of CDIs under the Prospectus and the Private Placement. In addition, the Company may, in its absolute discretion, pay the JLMs an incentive fee of 0.5% of the Offer Proceeds.

More information about the Offering will be disclosed on Thursday, April 17, 2025, which is the anticipated date for the Company to file the Prospectus with ASIC in Australia.

About Robex Resources Inc.

Robex is a multi-jurisdictional West African gold production and development company with near-term exploration potential. The Company is dedicated to safe, diverse and responsible operations in the countries in which it operates with a goal to foster sustainable growth. The Company has been operating the Nampala mine in Mali since 2017 and is advancing the Kiniero Gold Project in Guinea.

Robex's ambition is to become one of the most important mid-tier gold producers in West Africa.

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.

For more information

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Not an offer of securities

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

FORWARD-LOOKING INFORMATION AND FORWARD-LOOKING STATEMENTS

Certain information set forth in this news release contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities legislation (referred to herein as "forward-looking statements"). Forward-looking statements are included to provide information about the Company's management's ("Management's") current expectations and plans that allow investors and others to have a better understanding of the Company's business plans and financial performance and condition.

Statements made in this news release that describe the Company's or Management's estimates, expectations, forecasts, objectives, predictions, projections of the future or strategies may be "forward-looking statements", and can be identified by the use of the conditional or forward-looking terminology such as "aim", "anticipate", "assume", "believe", "can", "contemplate", "continue", "could", "estimate", "expect", "forecast", "future", "guidance", "guide", "indication", "intend", "intention", "likely", "may", "might", "objective", "opportunity", "outlook", "plan", "potential", "should", "strategy", "target", "will" or "would" or the negative thereof or other variations thereon. Forward-looking statements also include any other statements that do not refer to historical facts. In particular and without limitation, this news release contains forward-looking statements pertaining to the Underwriting Agreement, including the fulfilment of the conditions precedent thereunder, the quantum of the Offer; obtaining all necessary regulatory approvals and the timing thereof; the completion of the Offer and the timing thereof; the listing of the CDIs on the Australian Securities Exchange ("ASX") and the issuance of CDIs.

Forward-looking statements and forward-looking information are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements or information. There can be no assurance that such statements or information will prove to be accurate. Such statements and information are based on numerous assumptions, including: the ability to execute the Offer; the Company obtaining all necessary regulatory approvals and the timing thereof in respect of the Offer; assumptions regarding present and future business strategies, local and global geopolitical and economic conditions and the environment in which the Company operates and will operate in the future; the Company's ability to complete the listing of CDIs on the ASX, and the anticipated timing of such listing; and the satisfaction of the conditions precedent and the Company's compliance with its undertakings under the Underwriting Agreement.

Certain important factors could cause the Company's actual results, performance or achievements to differ materially from those in the forward-looking statements including, but not limited to: delays in obtaining all necessary regulatory approvals and the timing thereof; instability in the general economic and financial conditions in Canada and the other jurisdictions where the Company intends to distribute securities in connection with the Offer; fluctuations in currency exchange rates; volatility in the market price of the Company's shares; the risk that the Company is unable to fulfil the conditions precedent under the Underwriting Agreement, and the Company is therefore not able to raise the full amount of proceeds under the Offer; the risk that the Company is unable to comply with the undertakings under the Underwriting Agreement; or a termination right is enlivened under the Underwriting Agreement and the JLMS exercise their right to terminate, and the Company is therefore not able to raise the full amount of proceeds under the Offer.

Although the Company believes its expectations are based upon reasonable assumptions and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. These factors are not intended to represent a complete and exhaustive list of the factors that could affect the Company; however, they should be considered carefully. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information.

The Company undertakes no obligation to update forward-looking information if circumstances or Management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives, and may not be appropriate for other purposes.

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Die URL für diesen Artikel lautet:

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