

Critical One Closes CDN\$3 Million Private Placement

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TORONTO, Aug. 27, 2025 - [Critical One Energy Inc.](#) (formerly Madison Metals Inc.) ("Critical One" or the "Company") (CSE: CRTL) (OTCQB: MMTLF) (FSE: 4EF0) is pleased to announce that, further to the press release issued on August 18, 2025, the Company has closed its oversubscribed, non-brokered financing and issued 5,001,999 units (the "Units") at a price of CDN\$0.60 per Unit for aggregate gross proceeds of CDN\$3,001,199.40 (the "Private Placement").

Each Unit consists of one (1) common share in the capital of the Company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each full Warrant entitles the holder thereof to purchase one Common Share for a price of CDN\$1.00 for a period of eighteen (18) months from the date of issuance.

As part of the Private Placement, one director participated for an aggregate value of CDN\$60,000 and received 100,000 Units (the "Related Party").

The issuance of Units to the Related Party constitutes a "related party transaction" as such term is defined by Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company has relied on the exemption from the MI 61-101 valuation and minority approval requirements for related party transactions under sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the issuance of Common Shares to Related Parties, exceeds 25% of the Company's market capitalization (as determined under MI 61-101).

All securities issued pursuant to the Private Placement described above will be subject to a four-month and one-day hold period.

In connection with the Private Placement, the Company paid compensation to certain eligible finders consisting of cash finder's fees in an aggregate amount of CDN\$180,072 and 299,100 broker warrants entitling the holder to exercise each whole warrant at CDN\$1.00 within eighteen months.

It is anticipated that proceeds from the Private Placement will be used for exploration activities on the Company's Howells Lake Antimony-Gold Project, as well as general and administrative expenses.

About Critical One Energy Inc.

Critical One Energy Inc. (formerly Madison Metals Inc.) is a forward-focused critical minerals and upstream energy company, powering the future of clean energy and advanced technologies. The addition of the Howells Lake Antimony-Gold Project broadens the Company's exposure to antimony, one of the most in-demand critical minerals. Backed by seasoned management expertise and prime resource assets, Critical One is strategically positioned to meet the rising global demand for critical minerals and metals. Its mine exploration portfolio is led by antimony-gold exploration potential in Canada and uranium investment interests in Namibia, Africa. By leveraging its technical, managerial, and financial expertise, the Company upgrades and creates high-value projects, thereby driving growth and delivering value to its shareholders.

Additional information about Critical One Energy Inc. can be found at criticaloneenergy.com and on the Company's SEDAR+ profile at www.sedarplus.ca.

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Neither the Canadian Securities Exchange nor CIRO accepts responsibility for the adequacy or accuracy of this release.

Forward-looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions, and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-looking information contained in this press release includes, but is not limited to, statements relating to the terms and timing of the private placement described in this press release and the anticipated uses of the proceeds raised from such private placement.

Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is based on assumptions made in good faith and believed to have a reasonable basis. Such assumptions include, without limitation, that: the Company will receive all necessary approval required in order to complete the issuance of the securities pursuant to the private placement described in in this press release; and that there will be sufficient interest from potential investors in order to complete the private placement on the terms as described herein or at all.

However, forward-looking statements are subject to risks, uncertainties, and other factors, which could cause actual results to differ materially from future results expressed, projected, or implied by such forward-looking statements. Such risks include, but are not limited to, the risk that the Company will not be able to proceed with the issuance of units on the terms described in this press release or at all.

Accordingly, undue reliance should not be placed on forward-looking statements and the forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement. The forward-looking statements contained herein are made as at the date hereof and are based on the beliefs, estimates, expectations, and opinions of management on such date. The Company does not undertake any obligation to update publicly or revise any such forward-looking statements or any forward-looking statements contained in any other documents whether as a result of new information, future events or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required under applicable securities law. Readers are cautioned to consider these and other factors, uncertainties, and potential events carefully and not to put undue reliance on forward-looking information.

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