

Magna Terra Closes Upsized Non-Brokered Premium Flow-Through Private Placement for Gross Proceeds of \$2 Million

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Toronto, August 29, 2025 - [Magna Terra Minerals Inc.](#) (TSXV: MTT) (the "Company" or "Magna Terra") is pleased to announce that it has completed its previously announced non-brokered premium flow-through private placement of gross proceeds totalling \$2,000,004.08 (the "Offering").

The Offering consisted of an issuance of 14,814,845 premium flow-through common shares of the Company at a price of \$0.135 per common share.

"We are very pleased with the investor response and resulting demand for this oversubscribed financing, and the continued support of our largest shareholder Michael Gentile. The funds raised will allow us to expand our planned follow up programs on both our Rocky Brook Project in New Brunswick, and our Humber Project in Newfoundland and Labrador, where we made exciting new discoveries on each project in our phase one programs earlier this summer. In the coming days, we will provide greater detail of our planned phase two exploration programs for each of these projects scheduled for this fall, as well as further results obtained from our phase one exploration activities completed this summer. We look forward to a busy next several months advancing both Rocky Brook and Humber, as well as closing our recently announced LOI with Andean Metals for the option of our Boleadora and Luna Roja Projects in Santa Cruz Province, Argentina."

Lew Lawrick, President and CEO, Magna Terra Minerals Inc.

The gross proceeds from the issuance of the premium flow-through common shares will be used to incur "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) related to the Company's mineral exploration projects, primarily for preliminary exploration programs at the Company's Humber Project in western Newfoundland and Rocky Brook Project in northern New Brunswick.

Michael Gentile, an insider of the Company, participated in the closing by acquiring 856,667 premium flow-through common shares for gross proceeds of \$115,650.05. Prior to the Offering, Mr. Gentile beneficially owned or controlled 17,615,000 common shares of the Company representing 19.2% of the outstanding common shares of the Company on a non-diluted basis. Immediately after the closing of the Offering, Mr. Gentile now holds, directly and indirectly, or exercises control over 18,471,667 common shares representing 17.4% of the outstanding common shares of the Company.

Mr. Gentile is considered a "related party" and an "insider" of the Company for the purposes of applicable securities laws and stock exchange rules. The subscription and issuance of common shares to Mr. Gentile constitutes a related party transaction, but is exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as (i) the Company's securities are not listed on any stock exchange identified in Section 5.7(b) of MI 61-101; (ii) neither the fair market value of the common shares to be distributed in the Offering nor the consideration to be received by the Company for the common shares, insofar as insider participation is concerned, exceeds \$2,500,000; and (iii) the Company has received the approval of the Offering from at least two-thirds of its independent directors in respect of the Offering.

Neither the Company, nor the insider that has participated in the Offering, had knowledge of any material information concerning Magna Terra, or its securities, that had not been previously disclosed prior to their subscription in the Offering.

In connection with the Offering, the Company will pay a total of \$54,985 in finder's fees and has issued

610,944 finders warrants to certain eligible finders in accordance with policies of the TSX Venture Exchange. Each finders warrant is exercisable into one common share of the Company at a price of \$0.15 per common share for a period of 24 months from the date of issuance.

All securities issued pursuant to the Offering are subject to a regulatory four month and one day hold period. The Offering is subject to final approval by the TSX Venture Exchange.

About Magna Terra

Magna Terra Minerals Inc. is a precious and critical metals focused exploration company, headquartered in Toronto, Canada. Magna Terra is focused on acquiring and advancing its high-potential mineral projects in Atlantic Canada and Argentina while generating value for shareholders and minimizing shareholder dilution through option and joint venture partnerships where appropriate; leveraging our ability to explore, grow, and transact projects. The Company is focused on exploring our 100%-owned Humber Copper-Cobalt Project in Newfoundland and Labrador, our 100% owned Rocky Brook Gold and Critical Metals Project in the historic Bathurst Mining Camp of New Brunswick; and our 100%-owned Cape Spencer Gold Project in New Brunswick. In addition, the Company has optioned the Great Northern Project in Newfoundland to [Gold Hunter Resources Inc.](#) for total cash and share consideration of \$9.5 million over a 2-year period, and currently holds an approximate 28.9% equity interest in Gold Hunter. Further, the Company maintains a significant precious metals exploration portfolio in the province of Santa Cruz, Argentina which includes the Boleadora Project and the Luna Roja Project which are subject to a recently announced LOI with Andean Metals Corp., as well as several additional district scale drill ready projects available for purchase or option/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, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at www.sedarplus.ca. 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.

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