

Critical Elements Lithium Corp. Announces Bought Deal Life Private Placement for Gross Proceeds of C\$6.0 Million

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[Critical Elements Lithium Corp.](#) (TSXV:CRE) (FSE:F12) ("Critical Elements" or the "Corporation") is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. ("Red Cloud"), as lead underwriter and sole bookrunner on behalf of a syndicate of underwriters (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase for resale (i) 5,000,000 common shares of the Corporation (the "HD Shares") at a price of C\$0.40 per HD Share and (ii) 6,666,667 common shares of the Corporation to be sold and issued as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "FT Shares", and collectively with the HD Shares, the "Offered Shares") at a price of C\$0.60 per FT Share on a "bought deal" basis in a private placement for aggregate gross proceeds of approximately C\$6,000,000 (the "Base Offering").

The Corporation will grant to the Underwriters an option, exercisable up to 48 hours prior to the Closing Date, to purchase for resale up to an additional C\$1,000,000 in any combination of HD Shares and FT Shares at their respective offering prices (the "Underwriters' Option"). The Base Offering and the shares issuable upon exercise of the Underwriters' Option shall be collectively referred to as the "Offering".

The Corporation will have the right to include a list of subscribers to purchase Offered Shares reflecting gross proceeds of up to \$500,000 under the Offering (the "President's List").

The Corporation intends to use the net proceeds of the Offering to fund exploration programs at the Corporation's Rose West block forming part of the Rose Lithium-Tantalum Property and Nemaska Belt properties in Québec, as well as for general working capital and corporate purposes.

The gross proceeds from the sale of FT Shares will be used by the Corporation to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the Income Tax Act (Canada) (the "Qualifying Expenditures") related to the Corporation's Rose West block forming part of the Rose Lithium-Tantalum Property and Nemaska Belt properties in Québec on or before December 31, 2026. All Qualifying Expenditures will be renounced in favour of the subscribers of FT Shares effective December 31, 2025.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Offered Shares will be offered for sale to purchasers resident in all of the provinces of Canada pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing Exemption"). The Offered Shares are expected to be immediately freely tradeable in accordance with applicable Canadian securities legislation if sold to purchasers resident in Canada. The HD Shares may also be sold in offshore jurisdictions and/or in the United States on a private placement basis pursuant to one or more exemptions or exclusions from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and all applicable U.S. state securities laws.

There is an offering document (the "Offering Document") related to the Offering that can be accessed under the Corporation's profile at www.sedarplus.ca and on the Corporation's website at www.cec corp.ca. Prospective investors should read this Offering Document before making an investment decision.

The Offering is scheduled to close on December 5, 2025 (the "Closing Date"), or such other date as the Corporation and Red Cloud may agree. Completion of the Offering is subject to certain conditions including, but not limited to the receipt of all necessary approvals, including the approval of the TSX Venture Exchange.

The securities offered in the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Critical Elements Lithium Corporation

Critical Elements aspires to become a large, responsible supplier of lithium to the flourishing electric vehicle and energy storage system industries. To this end, Critical Elements is advancing the wholly-owned, high-purity Rose Lithium-Tantalum project in Québec, the Corporation's first lithium project to be advanced within a land portfolio of over 1,016 km². On August 29, 2023, the Corporation announced results of a new Feasibility Study on Rose for the production of spodumene concentrate. The after-tax internal rate of return for the Project is estimated at 65.7%, with an estimated after-tax net present value of US\$2.2B at an 8% discount rate. In the Corporation's view, Québec is strategically well-positioned for US and EU markets and boasts good infrastructure including a low-cost, low-carbon power grid featuring 94% hydroelectricity. The project has received approval from the Federal Minister of Environment and Climate Change on the recommendation of the Joint Assessment Committee, comprised of representatives from the Impact Assessment Agency of Canada and the Cree Nation Government, received the Certificate of Authorization under the Environment Quality Act from the Québec Minister of the Environment, the Fight against Climate Change, Wildlife and Parks, and the project mining lease from the Québec Minister of Natural Resources and Forests under the Québec Mining Act .

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is described in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary statement concerning forward-looking information

This news release contains "forward-looking information" and "forward-looking statements" within the meaning of Canadian and United States securities legislation (collectively,

"forward-looking information"). Generally, forward-looking information can be identified by the use of forward-looking terminology such as "scheduled", "anticipates", "expects" or "does not expect", "is expected", "scheduled", "targeted", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this news release includes, without limitation, statements regarding the Offering, the closing of the Offering, the anticipated closing date of the Offering, the intended use of proceeds from the Offering and the filing of the Offering Document. Forward-looking information is based on assumptions management believes to be reasonable at the time such statements are made. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information contained herein is made as of the date of this news release. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Corporation undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

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