

Millennial Potash Corp. Announces “Bought Deal” Private Placement Life Offering for Proceeds of \$15,250,000

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[Millennial Potash Corp.](#) (TSXV: MLP) (OTCQB: MLPNF) (FSE: X0D) ("MLP", "Millennial" or the "Company") is pleased to announce that it is conducting a "bought deal" private placement offering (the "LIFE Offering") of 5,000,000 units of the Company (the "Offered Units") at a price of \$3.05 per Offered Unit for aggregate gross proceeds of \$15,250,000. Each Offered Unit will consist of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each full warrant, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Common Share at an exercise price of \$4.00 at any time until the date which is three years from the Closing Date (as defined below).

In connection with the LIFE Offering, Cantor Fitzgerald Canada Corporation ("CFCC") is acting as lead underwriter and sole bookrunner under the terms of a letter agreement (the "CFCC Agreement") dated January 19, 2026. Under the CFCC Agreement, CFCC will, on its own behalf and on behalf of a syndicate of underwriters (collectively, the "Underwriters") agree to purchase (or arrange for substitute purchasers to purchase) the Offered Units. The CFCC Agreement is to be replaced by an underwriting agreement prior to or concurrently with the Closing Date.

The CFCC Agreement calls for the Underwriters to receive cash commissions equal to 6% of the gross proceeds of the LIFE Offering and broker's warrants equal to 4% of the aggregate number of Offered Units sold. Each of these broker's warrants will entitle the holder, for a period of 36 months, to purchase one Common Share at \$3.05 per Common Share. The Company has granted to the Underwriters an option, exercisable in whole or in part at any time up to 48 hours prior to the Closing Date, to arrange for the purchase at the Issue Price of up to an additional 15% of Offered Units sold under the LIFE Offering.

The Company intends to use the proceeds of the LIFE Offering for the costs for a definitive feasibility study for its Banio Potash Project as well as other uses including for general working capital.

The closing date is expected to occur on or about January 29, 2026 (the "Closing Date"), and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the acceptance of the TSX Venture Exchange.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the LIFE Offering is being made to purchasers resident in each of the Provinces of Canada other than Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 and Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (together, the "Listed Issuer Financing Exemption"). Securities issued under the LIFE Offering will not be subject to a statutory hold period under applicable Canadian securities laws, in accordance with the Listed Issuer Financing Exemption. The Offered Units may also be offered in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

There is an offering document (the "Offering Document") related to this offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at: www.millennialpotash.com. Prospective investors of the Offered Units should read the Offering Document before making an investment decision.

This announcement has been prepared for publication in Canada and may not be released to U.S. wire

services or distributed in the United States. This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under 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 except in compliance with applicable exemptions from, or in transactions otherwise not subject to, such registration requirements.

To find out more about Millennial Potash Corp. please contact Investor Relations at (604) 662-8184 or email at info@millennialpotash.com.

MILLENNIAL POTASH CORP.

"Farhad Abasov"
Chairman of the Board of Directors

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This document may contain certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities laws. When used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan" or "planned", "forecast", "intend", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to future prices of commodities, accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals including approvals of title and mining rights or licenses and environmental (including land or water use), local community or indigenous community approvals, the reliability of third party information, continued access to mineral properties or infrastructure, changes in laws, rules and regulations in Gabon or any other jurisdiction which may impact upon the Company or its properties or the commercial exploitation of those properties, currency risks including the exchange rate of USD\$ for Cdn\$ or CFA or other currencies, fluctuations in the market for potash or potash related products, changes in exploration costs and government royalties, export policies or taxes in Gabon or any other jurisdiction and other factors or information. The Company's current plans, expectations and intentions with respect to development of its business and of the Banio Potash Project may be impacted by economic uncertainties arising out of any pandemic or by the impact of current financial and other market conditions on its ability to secure further financing or funding of the Banio Potash Project. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political, environmental and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.

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