

Fredonia Announces C\$5m Best Efforts Private Placement

23.01.2026 | [CNW](#)

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[Fredonia Mining Inc.](#) ("Fredonia" or the "Company") (TSXV: FRED) is pleased to announce that it has entered into an agreement with Cormark Securities Inc. (the "Sole Agent") to act as sole agent for and on behalf of Fredonia in connection with a "best efforts" private placement for aggregate gross proceeds of up to approximately C\$5,000,000 (the "Offering").

The Offering will consist of the issuance and sale of 12,500,000 units of the Company (the "Units") at a price of C\$0.40 per Unit (the "Issue Price"). Each Unit will consist of one common share of the Company (each, a "Unit Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall entitle the holder thereof to purchase one common share of the Company (each, a "Warrant Share") at a price of C\$0.56 for the period that is 36 months following the Closing Date (as defined below).

The Company has granted the Sole Agent an option, exercisable in whole or in part, at any time prior to the Closing Date, to increase the size of the Offering to raise additional gross proceeds of up to C\$1,000,000.

The Company intends to use net proceeds from the Offering for the exploration and advancement of the Company's El Dorado Monserrat Project in Santa Cruz province, Argentina, and for general corporate and working capital purposes, all as further described in the offering document relating to the Offering.

The Company is conducting the Offering pursuant to Section Part 5A.2 of National Instrument 45-106 Prospectus Exemptions, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing Exemption") to purchasers in each of the provinces of Canada (other than the province of Québec). The Sole Agent will also be entitled to offer the Units for sale in the United States and other jurisdictions outside Canada pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and in certain other jurisdictions outside of Canada and the United States pursuant to applicable regulatory requirements and in accordance with OSC Rule 72-503 - Distributions Outside Canada ("OSC Rule 72-503"); provided it is understood that no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval arises in such other jurisdictions. The Unit Shares and Warrants comprising the Units issued pursuant to the Listed Issuer Financing Exemption to investors resident in Canada or to investors outside of Canada pursuant to OSC Rule 72-503, as well as the Warrant Shares issuable upon exercise of the Warrants, will not be subject to a hold period in Canada.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the "United States" or to "U.S. persons" (as such terms are defined in Regulation S under the U.S. Securities Act), absent registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with an exemption therefrom. 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.

There is an offering document with respect to the portion of the Offering being conducted pursuant to the Listed Issuer Financing Exemption that can be accessed under the Company's profile at www.sedarplus.ca and the Company's website at <https://www.fredoniamanagement.com/>. Prospective investors of Units issued under the Listed Issuer Financing Exemption should read this offering document before making an investment decision.

The Offering is expected to close on or about February 4, 2026, or on such other date as may be agreed to by the Company and the Sole Agent, subject to compliance with applicable securities laws (the "Closing Date"). Notwithstanding the foregoing, the closing of any Units issued pursuant to the Listed Issuer Financing Exemption must occur no later than the 45th day following the date of this news release.

The completion of the Offering is subject to customary conditions, including, but not limited to, the negotiation of an agency agreement between the parties with respect to the Offering and the receipt of all necessary approvals, inclusive of (if applicable) the approval of the TSX Venture Exchange.

About Fredonia

Fredonia holds gold and silver license areas totaling approximately 18,300 ha. in the prolific Deseado Massif geological region in the Province of Santa Cruz, Argentina, including its flagship advanced El Dorado-Monserrat project (approx. 6,200 ha.) located close to AngloGold Ashanti's 300,000 oz./yr Au-Ag Cerro Vanguardia mine, the El Aguila project (approx. 9,100 ha.), and the Petrificados project (approx. 3,000 ha).

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

Cautionary Note Regarding Forward Looking Information: This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to activities, events or developments that the Company expects or anticipates will or may occur in the future, including, without limitation, the anticipated timing of closing of the Offering or at all; the anticipated terms of the Units and the Warrants; the anticipated use of the net proceeds of the Offering; and the anticipated receipt of all necessary approvals in respect of the Offering. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

In disclosing the forward-looking information in this release, Fredonia has applied certain factors and assumptions that are based on Fredonia's current beliefs as well as assumptions made by and information currently available to Fredonia including, among other things, that the Offering will close on the anticipated timeline or at all; that the Units and the Warrants will have the anticipated terms; that the Company will use the net proceeds of the Offering as anticipated; and that the Company will receive all necessary approvals in respect of the Offering. Although Fredonia considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking information in this release is subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking information.

Readers are cautioned not to place undue reliance on forward-looking information. Fredonia does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information for the future. Please visit the Company website at www.fredoniamining.com or contact: Estanislao Auriemma, Chief Executive Officer, Direct +54 91 149 980 623, Email: estanislao.auriemma@gmail.com.
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