

Nuvau Minerals Announces Amendment to Private Placement Terms

01:34 Uhr | [Newsfile](#)

Toronto, February 20, 2026 - [Nuvau Minerals Inc.](#) (TSXV: NMC) (the "Company" or "Nuvau") announces that, further to its news release dated January 30, 2026, it has amended the terms of its previously announced "best efforts" brokered private placement offering, co-led by Clarus Securities Inc. and Integrity Capital Group Inc. (together, the "Agents"), comprised of (i) the offering of up to 18,750,000 units of the Company (the "Units") at a price of \$0.80 per Unit for gross proceeds of up to \$15,000,000 (the "Unit Offering") and the offering of up to 5,555,555 FT Shares (as defined herein) at a price of \$0.90 per FT Share for gross proceeds of up to \$5,000,000 (the "FT Offering" and together with the Unit Offering, the "Offering").

As amended, the Company proposes to issue up to 5,555,555 flow-through common shares of the Company (the "FT Shares") at an offering price of \$0.90 per FT Share (the "FT Share Price"). All FT Shares will be common shares of the Company that qualify as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec). The gross proceeds from the offering of FT Shares will be used by the Company to incur eligible "Canadian exploration expenses" (as defined in the ITA), a portion of which may qualify as "flow-through mining expenditures" and at least 30% of which will qualify as "flow-through critical mineral mining expenditures" ("FTCMME") (each as defined in the ITA) (the "Qualifying Expenditures"). At the sole discretion of the Company certain subscribers of FT Shares may be allocated a higher percentage of Qualifying Expenditures that qualify as FTCMME. All Qualifying Expenditures will be incurred by the Company on or before December 31, 2027, and will be renounced in favour of the subscribers of the FT Shares with an effective date on or before December 31, 2026.

All other terms of the Offering remain unchanged. Please refer to the Company's news release dated January 30, 2026, for additional information.

In connection with the Offering, a director of the Company, plans to sell up to 400,000 common shares of the Company ("Common Shares") held, directly or indirectly, through the facilities of the TSX Venture Exchange (the "Exchange") and intends to use the proceeds from such sales to subscribe for 400,000 FT Shares under the FT Offering. The sale of such Common Shares is expected to be effected pursuant to pre-arranged trades made through the facilities of the Exchange.

Participation in the Offering by a director of the Company constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the fair market value of the transaction, insofar as it involves interested parties, will not exceed 25% of the Company's market capitalization.

Closing of the Unit Offering is expected to occur on or about February 24, 2026, with the closing of the FT Offering expected to occur on or about March 6, 2026. Completion of the Offering remains subject to certain conditions, including, but not limited to, the conditional approval of Exchange. All securities issued under the Offering will be subject to a hold period expiring four months and one day from the date of issuance thereof.

The Agents will have an option (the "Agent's Option"), exercisable in whole or in part up to 48 hours prior to the closing of the Unit Offering, to offer for sale up to any combination of additional Units (or any combination of their underlying components) and/or additional FT Shares, at their respective offering prices, to raise up to an additional \$5,000,000 in gross proceeds.

The securities offered have not been registered under the U.S. Securities Act, and may not be offered or

sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Nuvau

Nuvau is a Canadian mining company, incorporated under the OBCA, currently in the exploration and development phase. Nuvau's principal asset is its right to earn-in a 100% undivided interest from Glencore in the Matagami property located in Abitibi region of central Québec, Canada pursuant to an amended and restated earn-in agreement dated January 28, 2026, among Nuvau, Nuvau Minerals Corp., and Glencore.

Further Information

All information contained in this news release with respect to the Company was supplied by the respective party for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

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Cautionary Statements

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends" "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements concerning the timing and ability of the Company to close the Offering on the terms announced, the proposed use of proceeds of the Offering, the Company's ability to incur Qualifying Expenditures and renounce the Qualifying Expenditures to subscribers, and the Company's ability to obtain exchange approval for the Offering. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company, including expectations and assumptions concerning the Company and the Matagami Property. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the management of the Company at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements contained in this news release are made as of the date of this news release, and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise.

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 news release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

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