

Aclara Announces Non-brokered Private Placement Of Us\$50 Million

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[Aclara Resources Inc.](#) ("Aclara" or the "Company") (TSX: ARA) today announced that it intends to sell, on a non-brokered private placement basis, in two tranches, 24,215,548 common shares of the Company (the "Common Shares") for aggregate gross proceeds of US\$50,000,001 (the "Private Placement") at a price of C\$2.83 per share.

In connection with the Private Placement, the Company has entered into a subscription agreement with each of CAP S.A. ("CAP"), Hochschild Mining Holdings Limited ("Hochschild Mining") and New Hartsdale Capital Inc. ("New Hartsdale" and, collectively with CAP and Hochschild Mining, the "Investors") (the "Subscription Agreements"), wherein each of CAP, Hochschild Mining and New Hartsdale has agreed to subscribe for and purchase from the Company 9,686,219, 4,843,109 and 9,686,220 Common Shares, respectively. Currently, CAP holds 9.97%, Hochschild Mining holds 19.24% and New Hartsdale holds 36.13% of the issued and outstanding Common Shares of the Company.

The Private Placement will be completed in two tranches: the first tranche ("Tranche 1") of 20,078,697 Common Shares for aggregate gross proceeds of US\$41,458,276 that is expected to close on or around March 31, 2026; and the second tranche ("Tranche 2") of 4,136,851 Common Shares for aggregate gross proceeds of US\$8,541,725 that is expected to close on or around May 12, 2026.

Eduardo Hochschild, Chair of Aclara and Hochschild Mining, said: "We are very pleased to continue supporting Aclara alongside New Hartsdale and CAP. This financing reinforces the long-term commitment of Aclara's principal shareholders and provides the capital required to advance the Company toward the construction phase. With high-quality heavy rare earth resources, proprietary extraction and processing technologies, and a clear path toward a vertically integrated supply chain across the Americas, Aclara is uniquely positioned to become the cornerstone supplier of heavy rare earths critical to the global energy transition."

Following completion of the Private Placement (upon the closing of Tranche 2), each of CAP, Hochschild Mining and New Hartsdale are expected to hold 31,849,363, 47,630,213 and 90,027,095 Common Shares of the Company, respectively. Such holdings will represent approximately 12.92%, 19.32% and 36.51% of the Company's issued and outstanding Common Shares, on a post-closing basis.

While the Private Placement constitutes a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), Aclara is relying on the exemption from the formal valuation requirement and the minority shareholder approval requirement of MI 61-101 contained in sections 5.5(a) and 5.7(a), respectively, as the fair market value of the Private Placement is not more than 25% of the market capitalization of the Company.

Further, pursuant to subsections 607(g)(ii) of the TSX Company Manual, the Company is required to obtain disinterested approval for Tranche 2 from the holders of a majority of the Common Shares (excluding those Common Shares held by insiders participating in the Private Placement) present in person or by proxy at a shareholders meeting, on the basis that the Common Shares issuable in Tranche 2 of the Private Placement, when aggregated with the Common Shares issued pursuant to Tranche 1 of the Private Placement and the other issuances of securities to insiders of the Company over the past six months, will result in the issuance to insiders of greater than 10% of the number of Common Shares currently issued and outstanding (the "Shareholder Approval").

The Company intends to seek the Shareholder Approval at the annual general and special meeting of its shareholders to be held on May 7, 2026. A management information circular containing details of the Private Placement and voting instructions will be mailed to shareholders as soon as practicable. This information will also be available on Aclara's website. The closing of Tranche 2 is subject to the receipt of the Shareholder Approval and the closing of the Private Placement remains subject to the conditional approval of the Toronto Stock Exchange and other customary closing conditions.

Aclara intends to use the net proceeds from the Private Placement to fund the continued development of its Carina Project in Brazil, to advance its integrated supply chain strategy, including the development of its heavy rare earths facility in Louisiana (United States), the expansion of its rare earth value chain through Aclara Metals Inc. and other related initiatives, and for general corporate purposes.

Key targeted milestones for the Carina Project development in 2026 include:

- the completion and issuance of the NI 43-101 feasibility study technical report (Q1 2026); and
- the approval of the Environmental Impact Study and submission of the Construction Permit (Q2 2026).

Aclara also intends to allocate a smaller portion of the net proceeds, along with potential government funding, to advance the development of its heavy rare earths facility ("Project Dynamo") in the United States. Key targeted milestones for 2026 include:

Separation Project:

- the implementation, commissioning and start-up of an integrated separation pilot plant (Q1 2026);
- the demonstration of the separation technology, development of an AI-powered digital twin model in collaboration with Argonne National Laboratory and execution of operator training and research in collaboration with Virginia Tech (Q2-Q4 2026); and
- the completion of the basic engineering for the construction of the industrial facility in the Port of Vinton, Louisiana (Q3 2026); and

Metals and Alloys Project:

- the completion of the pre-feasibility study technical report (Q1 2026) and feasibility study technical report (Q4 2026); and
- the implementation, commissioning, and operation of a demonstration plant to produce rare earth metals and alloys using molten salt electrolysis technology (Q2-Q3 2026).

No proceeds from the Private Placement are intended to be used in respect of the Penco Module in Chile. The development of the Penco Module is expected to be fully financed through the strategic investment made by CAP in REE Uno SpA in April 2024, covering all expenses up to the investment decision. Key targeted milestones for the Penco Module in 2026 include:

- the approval of the Environmental Impact Study (Q2 2026); and
- the completion and release of the NI 43-101 feasibility study technical report (Q4 2026).

Ramon Barua, Chief Executive Officer of Aclara, commented: "This financing provides the capital needed to deliver on our 2026 priorities across Brazil, Chile, and the United States. Our focus is on securing environmental permits to initiate construction, completing bankable feasibility studies for all projects, and demonstrating our processing technologies for separation and metals and alloys. Guided by a consistent strategy, a clear roadmap, and strong shareholder support, we are positioned to accelerate the development of our integrated projects toward construction and operational readiness."

Nicolás Burr, Chief Executive Officer of CAP, commented: "This investment reinforces CAP's commitment to the development of critical minerals for the energy transition. The increase in our stake in Aclara reflects our conviction regarding the strategic role that rare earths will play in the economy of the future. For CAP, this step is consistent with our growth strategy in critical minerals and with the opportunity to further strengthen our presence in a key sector for electromobility, clean energy generation, and advanced technologies, while also contributing to the development of a relevant value chain for global markets."

The Common Shares will be issued on a private placement basis pursuant to applicable exemptions from prospectus requirements under applicable securities laws. The Common Shares will be subject to a four month and one day hold period pursuant to securities laws in Canada.

Copies of the Subscription Agreements will be filed on the Company's profile on SEDAR+ at www.sedarplus.ca. The above description of the terms and conditions of the Subscription Agreements is qualified in its entirety by the full text of the Subscription Agreements. The management information circular will also be filed on the Company's profile on SEDAR+ at www.sedarplus.ca.

This press 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 jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

About Aclara

Aclara Resources Inc. (TSX: ARA), a Toronto Stock Exchange listed company, is focused on building a vertically integrated supply chain for rare earths alloys used in permanent magnets. This strategy is supported by Aclara's development of rare earth mineral resources hosted in ionic clay deposits, which contain high concentrations of the scarce heavy rare earths, providing the Company with a long-term, reliable source of these critical materials. The Company's rare earth mineral resource development projects include the Carina Project in the State of Goiás, Brazil as its flagship project and the Penco Module in the Biobío Region of Chile. Both projects feature Aclara's patented technology named Circular Mineral Harvesting, which offers a sustainable and energy-efficient extraction process for rare earths from ionic clay deposits. The Circular Mineral Harvesting process has been designed to minimize the water consumption and overall environmental impact through recycling and circular economy principles. Through its wholly-owned subsidiary, Aclara Technologies Inc., the Company is further enhancing its product value by developing a rare earths separation plant in the United States. This facility will process mixed rare earth carbonates sourced from Aclara's mineral resource projects, separating them into pure individual rare earth oxides. Additionally, Aclara through a joint venture with CAP, is advancing its alloy-making capabilities to convert these refined oxides into the alloys needed for fabricating permanent magnets. This joint venture leverages CAP's extensive expertise in metal refining and special ferro-alloyed steels. Beyond the Carina Project and the Penco Module, Aclara is committed to expanding its mineral resource portfolio by exploring greenfield opportunities and further developing projects within its existing concessions in Brazil, Chile, and Perú, aiming to increase future production of heavy rare earths.

Forward-Looking Statements

This press release contains "forward-looking information" within the meaning of applicable securities legislation, which reflects the Company's current expectations regarding future events, including statements with regard to, among other things, the successful completion of the Private Placement, the timing of the closing of the Private Placement, the obtaining of the Shareholder Approval, the timing of the feasibility study for the Carina Project, the timing and approval of the environmental impact study and submission of the construction permit for the Carina Project, the timing of the feasibility study for the Penco Module, the timing and approval of the environmental impact study for the Penco Module, the implementation, commissioning and start-up of a heavy rare earths facility in the United States (including the timing of developing and demonstrating technology, the completion of basic construction engineering, the timing of related pre-feasibility and feasibility studies and the timing of implementing a demonstration plant), the completion of any drill proposed campaigns, the updated mineral resources to measured and indicated categories, the timing and completion of laboratory test work, the timing of integrated pilot scale testing and other statements that are not material facts. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Company's control. Such risks and uncertainties include, but are not limited to risks related to operating in a foreign jurisdiction, including political and economic risks in Chile and Brazil; risks related to changes to mining laws and regulations and the termination or non-renewal of mining rights by governmental authorities; risks related to failure to comply with the law or obtain necessary permits and licenses or renew them; cost of compliance with applicable environmental regulations; actual production, capital and operating costs may be different than those anticipated; the Company may be not able to successfully complete the development, construction and start-up of mines and new development projects; risks related to fluctuation in commodity prices; risks

related to mining operations; and dependence on the Penco Module and/or the Carina Project. Aclara cautions that the foregoing list of factors is not exhaustive. For a detailed discussion of the foregoing factors, among others, please refer to the risk factors discussed under "Risk Factors" in the Company's annual information form dated as of March 18, 2026, filed on the Company's SEDAR+ profile. Actual results and timing could differ materially from those projected herein. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained in this press release is provided as of the date of this press release and the Company does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required under applicable securities laws.

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