

Critical Elements Lithium Corp. Announces Closing of C\$7.0 Million Bought Deal Life Private Placement

05.12.2025 | [ACCESS Newswire](#)

[Critical Elements Lithium Corp.](#) (TSX-V:CRE)(FSE:F12) ("Critical Elements" or the "Corporation") is pleased to announce the closing of its previously announced "bought deal" private placement (the "Offering") for aggregate gross proceeds of C\$7,000,000.20, which includes the full exercise of the underwriter's option. Pursuant to the Offering, the Corporation sold (i) 7,500,000 common shares of the Corporation (the "HD Shares") at a price of C\$0.40 per HD Share (the "HD Share Price") and (ii) 6,666,667 common shares of the Corporation that were sold to charitable purchasers 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. Red Cloud Securities Inc. ("Red Cloud") acted as sole underwriter and bookrunner in connection with the Offering.

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.

In accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Offered Shares were sold to purchasers 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 Offered Shares are immediately freely tradeable under applicable Canadian securities legislation.

There is an offering document dated November 17, 2025 (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.

As consideration for its services, Red Cloud received aggregate cash fees of C\$420,000.01 and 850,000 non-transferable common share purchase warrants (the "Broker Warrants"). Each Broker Warrant is exercisable into one common share of the Corporation at the HD Share Price at any time on or before December 5, 2027.

The closing of the Offering remains subject to the final approval of the TSX Venture Exchange.

The securities offered in the Offering 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 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 intended use of proceeds from the Offering and the final approval of the Offering from the TSX Venture Exchange. 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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Die URL für diesen Artikel lautet:

<https://www.goldseiten.de/artikel/681292--Critical-Elements-Lithium-Corp.-Announces-Closing-of-C7.0-Million-Bought-Deal-Life-Private-Placement.html>

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