

Giyani Metals Corp. Announces \$10 Million Bought Deal Public Offering of Units

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TORONTO, March 2, 2021 - [Giyani Metals Corp.](#) (TSXV: EMM) (GR: A2DUU8) ("Giyani" or the "Company") is pleased to announce that it has entered into an agreement with Cormark Securities Inc. ("Cormark") on behalf of a syndicate of underwriters co-led by Beacon Securities Limited (together with Cormark, the "Co-Lead Underwriters") (collectively, the "Underwriters") pursuant to which the Underwriters have agreed to purchase 14,710,000 units (the "Units") from the treasury of the Company, at a price of \$0.68 per Unit for total gross proceeds to the Company of approximately \$10 million (the "Offering").

Each Unit will consist of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Common Share from the Company at a price of \$1.00 per Common Share for a period of 18 months after the closing of the Offering.

In addition, the Company has granted the Underwriters an option (the "Over-Allotment Option") to purchase up to an additional 15% of the Units of the Offering on the same terms exercisable at any time up to 30 days following the closing of the Offering, for market stabilization purposes and to cover over-allotments, if any.

The net proceeds of the Offering shall be used for the advancement of the Company's K.Hill Project, working capital and general corporate purposes.

Closing of the Offering is expected to occur on or about March 24, 2021 and is subject to certain conditions including, but not limited to, the receipt of all necessary corporate and regulatory approvals, including the approval of the TSX Venture Exchange and the applicable securities regulatory authorities.

The Units to be issued under the Offering will be offered by way of a short form prospectus in filed in each of the provinces of Canada, excluding Quebec, and may be offered in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and applicable state securities laws, and in jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.

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 prior to registration or qualification under the securities laws of any such jurisdiction. This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the U.S. Securities Act, and such securities may not be offered or sold within the United States absent registration under U.S. federal and state securities laws or an applicable exemption from such U.S. registration requirements.

About Giyani Metals Corp.

[Giyani Metals Corp.](#) is a mineral resource company focused on the development of its K.Hill, Lobatse & Otse manganese oxide projects in the Kanye Basin, Botswana, Africa. The Company's flagship K.Hill project is a near-surface deposit currently going through a feasibility study to produce high-purity electrolytic manganese metal and manganese sulphate, both key cathode ingredients for batteries in the expanding EV market.

Additional information and corporate documents may be found on www.sedar.com and on [Giyani Metals Corp.](http://GiyaniMetalsCorp)

Website: <https://giyanimetals.com/>.

On behalf of the Board of Directors of [Giyani Metals Corp.](http://GiyaniMetalsCorp)

Robin Birchall, CEO

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

The securities described herein have not been registered under the U.S. Securities Act, or any state securities laws, and accordingly, may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons," as such term is defined in Regulation S promulgated under the U.S. Securities Act ("U.S. Persons"), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities to, or for the account or benefit of, persons in the United States or U.S. Persons.

FORWARD-LOOKING STATEMENTS

Certain information contained in this news release may be deemed "forward-looking" within the meaning of applicable securities laws. Forward-looking statements and information in this press release include statements and information related to the completion of the Offering. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those expressed in the forward-looking statements and information. They include, among others, the receipt of regulatory and stock exchange approvals, compliance with contractual terms, the outbreak of an infectious disease, the accuracy of mineral resource estimates and related assumptions, inherent operating risks and those risk factors identified in the Company's most recent Annual Information Form prepared and filed with securities regulators which is available on SEDAR at www.sedar.com under the Company's name.

There are no assurances the Company can fulfil forward-looking statements and information. Such forward-looking statements and information are only predictions based on current information available to management as of the date that such predictions are made; actual events or results may differ materially as a result of risks facing the Company, some of which are beyond the Company's control. Although the Company believes that any forward-looking statements and information contained in this press release is based on reasonable assumptions, readers cannot be assured that actual outcomes or results will be consistent with such statements. Accordingly, readers should not place undue reliance on forward-looking statements and information.

The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements and information, whether as a result of new information, events or otherwise, except as required by applicable securities laws. The information contained in this release is not investment or financial product advice.

Contact

[Giyani Metals Corp.](http://GiyaniMetalsCorp), Director, +44 7711 313019, rbirchall@giyanimetals.com; Judith Webster, Corporate Secretary and Investor Relations, +1 416 453 8818, jwebster@giyanimetals.com

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