

# First Phosphate Announces Completion of Share Purchase Agreement

written by Raj Shah | June 21, 2023

June 21, 2023 ([Source](#)) – First Phosphate Corp. (CSE: PHOS) (FSE:KD0) (“**First Phosphate**” or the “**Company**”) is pleased to announce that further to the Company’s press release dated May 11, 2023, members of its management team and board of directors have acquired 50% of the common shares of First Phosphate (the “**Common Shares**”) owned by Glen Eagle Resources Inc. (“**Glen Eagle**”) under a share purchase agreement (the “**Share Purchase Agreement**”) dated May 10, 2023, between the parties (the “**Transaction**”).

The Share Purchase Agreement involves the acquisition of 2,700,000 Common Shares by the Purchasers, which are set to be released from escrow in 2023 and 2024. Glen Eagle will retain 2,700,000 Common Shares scheduled for release from escrow in 2025 and 2026. Glen Eagle originally received Common Shares for the sale of the Lac à l’Original flagship property to the Company on September 12, 2022.

## Early Warning Reports

Shpirtrat Trust, of which John Passalacqua is a trustee and established under the laws of the Province of Ontario, will file an early warning report in accordance with National Instrument 62-104 Take-Over Bids and Issuer Bids (“**NI 62-104**”) and National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues (“**NI 62-103**”). Shpirtrat Trust acquired 1,212,712 Common Shares at a price of \$0.2185 per Common Share for the total price of \$265,000 pursuant to the

Share Purchase Agreement pursuant to the Transaction.

Since the last report filed by Mr. Passalacqua, Shpirtrat Trust acquired 130,000 units (comprised of 130,000 Common Shares and 65,000 Common Share purchase warrants ("**Warrants**") at a price of \$0.70 per unit for the total price of \$91,000 on April 26, 2023. Shpirtrat Trust acquired 32,500 Common Shares through the facilities of the Canadian Securities Exchange, at a price of \$0.40 per share for the total price of \$13,000 on May 12, 2023. Shpirtrat Trust acquired 50,000 Common Shares through the facilities of the Canadian Securities Exchange, at a price of \$0.47 per share for the total price of \$23,500 on June 5, 2023.

As a result of the acquisitions, Shpirtrat Trust together with ExpoWorld Ltd., a private company owned and controlled by John Passalacqua, now owns and controls a total of 9,798,607 Common Shares, 122,500 Warrants, and 1,200,000 options to purchase Common Shares ("**Options**"), representing approximately 18.95% of the outstanding Common Shares on an undiluted basis and 20.97% on a partially diluted basis, assuming the exercise of the 122,500 Warrants and 1,200,000 Options held by the Shpirtrat Trust.

Prior to the Transaction, Shpirtrat Trust together with ExpoWorld Ltd. ("**ExpoWorld**"), a private company owned and controlled by John Passalacqua and incorporated in the Province of Ontario, owned and controlled a total of 8,585,895 Shares, 122,500 Warrants and 1,200,000 Options which represented approximately 17.23% of the then outstanding Shares on an undiluted basis and 16.60% on a partially diluted basis, assuming the exercise of the 122,500 Warrants and 1,200,000 Options held by Shpirtrat Trust. ExpoWorld and Shpirtrat Trust may be considered joint actors with John Passalacqua.

Z Six Financial Corporation ("**Z Six**"), a company owned and

controlled by Laurence W. Zeifman and incorporated in the Province of Ontario acquired 1,212,712 Shares at a price of \$0.2185 per Common Share for the total price of \$265,000 pursuant to the Transaction. Subsequent to the Transaction, Z Six and Mr. Zeifman now owns and controls a total of 3,476,826 Common Shares, 235,057 Warrants, and 600,000 Options in the Company representing approximately 6.72% of the outstanding Common Shares. Since the last report filed by Mr. Zeifman, Z Six and Mr. Zeifman owned a total of 2,264,114 Common Shares, which represented approximately 4.38% of the then outstanding shares of the Company, 235,057 Warrants and 600,000 Options, which represented approximately 4.38% and 5.90% of the then outstanding shares on a diluted basis, respectively.

Garry Siskos, an individual residing in the province of Ontario, acquired 183,051 Shares at a price of \$0.2185 per Common Share for the total price of \$40,000 pursuant to the Share Purchase Agreement. Subsequent to the Transaction, Mr. Siskos now owns and controls a total of 411,622 Common Shares, 114,285 Warrants, and 732,000 Options in the Company representing approximately .80% of the outstanding Common Shares. Since the last report filed by Mr. Siskos, Mr. Siskos owned a total of 228,571 Common Shares, which represented approximately .44% of the then outstanding shares of the Company, 114,285 Warrants and 732,000 Options, which represented approximately .44% and 2.05% of the then outstanding shares on a diluted basis, respectively.

POF Capital Corp. ("**POF Capital**"), a company owned and controlled by Bennett Kurtz and incorporated in the Province of Ontario, acquired 22,881 Shares at a price of \$0.2185 per Common Share for the total price of \$5,000 pursuant to the Share Purchase Agreement. Subsequent to the Transaction, POF Capital and 582284 Ontario Ltd., a company owned and controlled by Mr. Kurtz now owns and controls a total of 3,058,776 Common Shares, 76,500 Warrants, and 600,000 Options in the Company representing

approximately 5.91% of the outstanding Common Shares. Since the last report filed by Mr. Kurtz, POF Capital and 582284 Ontario Limited, Mr. Kurtz owned a total of 3,035,895 Common Shares, which represented approximately 5.87% of the then outstanding shares of the Company, 76,500 Warrants and 600,000 Options, which represented approximately 5.87% and 7.09% of the then outstanding shares on a diluted basis, respectively.

Capwest Investment Corp. ("**Capwest**"), a company owned and controlled by Marc Branson, and incorporated in the Province of British Columbia, acquired 22,881 Shares at a price of \$0.2185 per Common Share for the total price of \$5,000 pursuant to the Share Purchase Agreement. Subsequent to the Transaction, Capwest and Mr. Branson now owns and controls a total of 702,381 Common Shares, 58,250 Warrants, and 600,000 Options in the Company representing approximately 1.36% of the outstanding Common Shares. Since the last report filed by Mr. Branson, Capwest and Mr. Branson owned a total of 679,500 Common Shares, which represented approximately 1.31% of the then outstanding shares of the Company, 58,250 Warrants and 600,000 Options, which represented approximately 1.31% and 2.55% of the then outstanding shares on a diluted basis, respectively.

Peter Kent Investments Inc. ("**Peter Kent Inc.**"), a company owned and controlled by James Peter Kent and incorporated in the Province of Ontario, acquired 22,881 Shares at a price of \$0.2185 per Common Share for the total price of \$5,000 pursuant to the Share Purchase Agreement. Subsequent to the Transaction, Peter Kent Inc. and Mr. Kent now owns and controls a total of 155,506 Common Shares, 52,312 Warrants, and 600,000 Options in the Company representing approximately .30% of the outstanding Common Shares. Since the last report filed by Mr. Kent, Peter Kent Inc. and Mr. Kent owned a total of 132,625 Common Shares, which represented approximately .26% of the then outstanding shares of the Company, 52,312 Warrants and 600,000 Options,

which represented approximately .26% and 1.50% of the then outstanding shares on a diluted basis, respectively.

Gilles Laverdiere, an individual residing in the province of Quebec, acquired 22,881 Shares at a price of \$0.2185 per Common Share for the total price of \$5,000 pursuant to the Share Purchase Agreement. Subsequent to the Transaction, Mr. Laverdiere now owns and controls a total of 307,881 Common Shares, 145,000 Warrants, and 300,000 Options in the Company representing approximately .60% of the outstanding Common Shares. Since the last report filed by Mr. Laverdiere, Mr. Laverdiere owned a total of 285,000 Common Shares, which represented approximately .55% of the then outstanding shares of the Company, 145,000 Warrants and 300,000 Options, which represented approximately .55% and 1.40% of the then outstanding shares on a diluted basis, respectively.

The Insiders' participation in the Transaction was completed for investment purposes and all Common Shares remain subject to escrow time-based release schedules, as more particularly described in the Company's listing statement dated February 15, 2023 and filed on SEDAR on February 22, 2023. In the future, the Insiders will evaluate their investment in the Company from time to time and may, based on such evaluation, market conditions and other circumstances, increase or decrease their shareholdings as circumstances require through market transactions, private agreements, or otherwise.

The Transaction was conducted in reliance on the "private agreement exemption" in section 4.2 of National Instrument 62-104 – Take-Over Bids and Issuer Bids ("**NI 62-104**") and as a result was exempt from the take-over bid requirements in Part 2 of NI 62-104. The Common Shares purchased under the Transaction were purchased from not more than five sellers and at a price less than 115% of the market price of the Common Shares, in each

case as calculated in accordance with NI 62-104.

This news release is issued pursuant to National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, which also requires a report to be filed with the applicable securities commissions or similar regulatory authorities in Canada, which report will contain additional information with respect to the foregoing matters (the “**Early Warning Reports**”). Copies of the respective Early Warning Reports may be obtained on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company’s profile or by contacting the Company at (416) 200-0657.

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**About First Phosphate Corp.**

First Phosphate is a mineral development company fully dedicated to extracting and purifying phosphate for the production of cathode active material for the Lithium Iron Phosphate (“LFP”) battery industry. First Phosphate is committed to producing at high purity level, at full ESG standard and with low anticipated carbon footprint. First Phosphate plans to vertically integrate from mine source directly into the supply chains of major North

American LFP battery producers that require battery grade LFP cathode active material emanating from a consistent and secure supply source. First Phosphate holds over 1,500 sq. km of royalty-free district-scale land claims in the Saguenay-Lac-St-Jean Region of Quebec, Canada that it is actively developing. First Phosphate properties consist of rare anorthosite igneous phosphate rock that generally yields high purity phosphate material devoid of high concentrations of harmful elements.

### ***Forward-Looking Information and Cautionary Statements***

*Certain information in this news release constitutes forward-looking statements under 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”, “expect”, “potential”, “believe”, “intend” or the negative of these terms and similar expressions. Forward-looking statements in this news release include statements relating to: the Company’s commitment to producing high purity phosphate materials at full ESG standard under a low carbon footprint; the Company’s plans to integrate directly into the functions of certain major North American LFP Battery producers; and the Company’s proposed development of its land claims in the region of Saguenay-Lac-St-Jean, Quebec.*

*Forward-looking information in this press release are based on certain assumptions and expected future events, namely: the Company’s ability to producing high purity phosphate materials at full ESG standard under a low carbon footprint; the Company’s ability to integrate directly into the functions of certain major North American LFP Battery producers; and the Company’s ability to develop its land claims in the region of Saguenay-Lac-St-Jean, Quebec.*

*These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Company's inability to produce high purity phosphate materials at full ESG standard under a low carbon footprint; the Company's inability to integrate directly into the functions of certain major North American LFP Battery producers; and the Company's inability to develop its land claims in the region of Saguenay-Lac-St-Jean, Quebec.*

*Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.*

*Forward-looking statements contained in this press release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.*