Genesis Acquisition Corp. Announces Non-Brokered Private Placement

written by Raj Shah | February 9, 2026

February 9, 2026 (Source) – Genesis Acquisition Corp. (TSXV: REBL.P) (the "**Company**"), a capital pool company pursuant to Policy 2.4 – *Capital Pool Companies* (the "**Policy**") of the TSX Venture Exchange (the "**TSXV**"), announces that, subject to the approval of the TSXV, it intends to complete a non-brokered private placement of up to 1,625,000 common shares of the Company at a price of $0.20 per share (the "**Offered Shares**"), to raise up to $325,000 in gross proceeds (the "**Private Placement**").

The Offered Shares will be subject to a four-month and one day hold period pursuant to securities laws in Canada and, where applicable, the policies of the TSXV. The Company intends to use a portion of the net proceeds from the Private Placement to pay for costs associated with proceeding to completion of its previously announced Qualifying Transaction (as defined in the Policy) with Nusa Nickel Corp. ("**Nusa**"). The Company also anticipates loaning up to $162,500 of the net proceeds of the Private Placement to Nusa (the "**Loan**"). It is currently contemplated that the Loan would bear interest at a rate of 8.5% per annum, mature one (1) year from the date the funds are advanced and be secured against the assets of Nusa. It is further anticipated that the Loan would be forgiven in certain circumstances if the proposed Qualifying Transaction is not completed. Any such Loan will be contingent upon the receipt of all requisite approvals, including the approval of the TSXV.

The Company currently anticipates that certain of its directors

and officers may participate in the Private Placement. In such event, the Private Placement would be considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

The Company also announces that on January 30, 2026, it entered into a letter agreement with Nusa pursuant to which the parties agreed to extend the dates pursuant to which Nusa is required to deliver audited financial statements and a technical report from January 30, 2026 and January 31, 2026, respectively, to February 13, 2026 and February 28, 2026, respectively.

About Genesis Acquisition Corp.

The Company is a capital pool company created pursuant to the po licies of the TSXV. It does not own any assets, other than cash or cash equivalents. The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance by the TSXV so as to complete a Qualifying Transaction (as such term is defined in the Policy) in accordance with the policies of the TSXV.

ON BEHALF OF THE BOARD OF DIRECTORS:

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Disclaimer for Forward-Looking Information

This press release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding the Private Placement, including the use of proceeds therefrom, and all other statements that are not historical in nature.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect the Company's management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information is the approval of the TSXV for the Private Placement and the Loan and the terms upon which the Private Placement and the Loan may be completed. This forward-looking information may be affected by risks and uncertainties in the business of the Company and market conditions.

Should one or more of these risks or uncertainties materialize,

or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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 press release.

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