

Ucore Closes Private Placement Financing

written by Raj Shah | November 14, 2024

November 14, 2024 ([Source](#)) – **Ucore Rare Metals Inc. (TSXV: UCU) (OTCQX: UURAF)** (“**Ucore**” or the “**Company**”) is pleased to announce that has closed its previously announced non-brokered private placement offering of 4,803,329 units (the “**Units**”) at a price of \$0.50 per Unit for gross proceeds of \$2,401,665 (the “**Offering**”). Each Unit consists of one common share in the capital of the Company (a “**Common Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share (a “**Warrant Share**”) for a period of 24 months following the date of closing of the Offering (the “**Closing Date**”, being the date hereof) at an exercise price of \$0.75.

Proceeds from the Offering are expected to be used for: (i) the finalization of upstream mixed-rare-earth feedstock agreements and also downstream customer offtake agreements for the Company’s planned Strategic Metals Complex (Louisiana, USA) (the “**SMC**”); (ii) progressing engineering drawings and plans (currently ongoing) for the Company’s planned SMC; (iii) debt servicing; and (iv) general corporate working capital purposes.

In connection with the Offering, the Company will issue a total of 21,000 Common Shares (the “**Finder’s Shares**”) to John Wilson, an arms-length finder. Pursuant to National Instrument 45-102 – *Resale of Securities*, the Common Shares and Warrants comprising the Units, including the Insider Units (as defined below), as well as any underlying Warrant Shares to be issued upon exercise of Warrants, are subject to a four-month and one-day hold period commencing on the Closing Date. The Finder’s

Shares will also be subject to a four-month and one-day hold period commencing on the date of issuance. Additional hold periods and/or trading or resale restrictions may also apply in the United States.

Pursuant to the Offering, certain insiders of the Company – being Pat Ryan (the Company’s Chairman and CEO) and Orca Holdings, LLC (“**Orca**”), which is wholly owned by Randy Johnson (a director of the Company) – purchased a total of 2,856,330 Units (the “**Insider Units**”) for gross proceeds to the Company of \$1,428,165. As such, the Offering is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Full details of the above-described transactions with Mr. Ryan and Orca will be disclosed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca and, in the case of Orca, in an early warning press release and an early warning report available on the System for Electronic Document Analysis and Retrieval+ (SEDAR+) at www.sedarplus.ca. The Company anticipates that the Offering will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the subject matter of the Offering, nor the consideration to be paid, exceeded 25% of the Company’s market capitalization. No new insiders and no control persons were created in connection with the closing of the Offering.

The Offering remains subject to the final approval of the TSX Venture Exchange (the “**TSXV**”).

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About Ucore Rare Metals Inc.

Ucore is focused on rare- and critical-metal resources, extraction, beneficiation, and separation technologies with the

potential for production, growth, and scalability. Ucore's vision and plan is to become a leading advanced technology company, providing best-in-class metal separation products and services to the mining and mineral extraction industry.

Through strategic partnerships, this plan includes disrupting the People's Republic of China's control of the North American REE supply chain through the near-term establishment of a heavy and light rare-earth processing facility in the U.S. State of Louisiana, subsequent Strategic Metal Complexes in Canada and Alaska and the longer-term development of Ucore's 100% controlled Bokan-Dotson Ridge Rare Heavy REE Project on Prince of Wales Island in Southeast Alaska, USA.

Ucore is listed on the TSXV under the trading symbol "UCU" and in the United States on the OTC Markets' OTCQX® Best Market under the ticker symbol "UURAF."

For further information, please visit www.ucore.com.

Forward-Looking Statements

This press release includes certain statements that may be deemed "forward-looking statements". All statements in this release (other than statements of historical facts) that address future business development, technological development and/or acquisition activities (including any related required financings), timelines, events, or developments that the Company is pursuing are forward-looking statements, including without limitation, statements regarding the Company's use of proceeds of the Offering and expectations regarding the receipt of the necessary regulatory approvals for the Offering. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance or results, and actual results or developments may differ materially from

those in forward-looking statements.

For additional risks and uncertainties regarding the Company, the CDF, the Demo Plant and ongoing Programs (generally), see the risk disclosure in the Company's MD&A for Q2-2024 (filed on SEDAR+ on August 27, 2024) (www.sedarplus.ca) as well as the risks described below.

Regarding the disclosure above in the "About Ucore Rare Metals Inc." section, the Company has assumed that it will be able to procure or retain additional partners and/or suppliers, in addition to Innovation Metals Corp. ("IMC"), as suppliers for Ucore's expected future SMSs. Ucore has also assumed that sufficient external funding will be found to complete the Demo Plant demonstration schedule and also later prepare a new National Instrument 43-101 ("NI 43-101") technical report that demonstrates that the Bokan Mountain Rare Earth Element project ("Bokan") is feasible and economically viable for the production of both REE and co-product metals and the then prevailing market prices based upon assumed customer offtake agreements. Ucore has also assumed that sufficient external funding will be secured to continue the development of the specific engineering plans for the SMCs and their construction. Factors that could cause actual results to differ materially from those in forward-looking statements include, without limitation: IMC failing to protect its intellectual property rights in RapidSX™; RapidSX™ failing to demonstrate commercial viability in large commercial-scale applications; Ucore not being able to procure additional key partners or suppliers for the SMCs; Ucore not being able to raise sufficient funds to fund the specific design and construction of the SMCs and/or the continued development of RapidSX™; adverse capital-market conditions; unexpected due-diligence findings; the emergence of alternative superior metallurgy and metal-separation technologies; the inability of Ucore and/or IMC to retain its key staff members; a change in

the legislation in Louisiana or Alaska and/or in the support expressed by the Alaska Industrial Development and Export Authority ("AIDEA") regarding the development of Bokan; the availability and procurement of any required interim and/or long-term financing that may be required; and general economic, market or business conditions.

Neither the TSXV nor its Regulation Services Provider (as that term is defined by the TSXV) accept responsibility for the adequacy or accuracy of the content of this release.

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