



# BRANDENBURG ENERGY CLOSES NON-BROKERED PRIVATE PLACEMENT OF COMMON SHARES

*NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES*

VANCOUVER, BRITISH COLUMBIA, CANADA, May 12, 2021 /EINPresswire.com/ -- Brandenburg Energy Corp. ("Brandenburg" or the "Company") is pleased to announce that through its wholly owned subsidiary, 2828329 Ontario Inc. ("Subco"), it has completed a non-brokered private placement offering (the "Offering") of 2,500,000 common shares of Subco (the "Subco Shares") at a price of \$0.10 per Subco Share for aggregate gross proceeds of \$250,000.

Brandenburg will use the proceeds raised from the Offering for costs associated with the business combination between Brandenburg and Coin Analyst UG ("CoinAnalyst") (the "Business Combination"), the details of which were previously disclosed in the press release dated March 17, 2021 (the "March Press Release"), working capital and other general corporate purposes.

In connection with the Offering, Amuka Capital Corp. ("Amuka Capital") was paid a finder's fee of \$20,000 (the "Finders Fee") and issued 200,000 broker warrants (the "Finder Warrants"), with each Finder Warrant exercisable for a period of two years for one Subco Share at a price of \$0.20.

As Aaron Meckler, a senior officer, director and controlling shareholder of the Company is also a significant shareholder, director and officer of Amuka Capital, the issuance of the Finders Warrants and the payment of Finders Fee to Amuka Capital in connection with the Offering constitute a "related party transaction" pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying upon the "Financial Hardship" exemption from the minority shareholder approval and formal valuation requirements under MI 61-101.

The Company is also pleased to announce that its previously announced non-brokered private placement of units will be structured as a non-brokered private placement of subscription receipts of Subco (the "Subscription Receipts"). The Subscription Receipts will be sold at a price of \$0.20 per Subscription Receipt to raise gross proceeds of a minimum of \$750,000 (the "Sub Receipt Financing"). Each Subscription Receipt will entitle the holder thereof to receive, without any further action on the part of the holder or payment of any additional consideration, one unit of Subco (a "Unit"). Each Unit is comprised of one (1) Subco Share and one half of one (1/2)

common share purchase warrant (each whole warrant, a "Subco Warrant"). Each Subco Warrant entitles the holder thereof to acquire one (1) Subco Share (a "Subco Warrant Share") at a price of \$0.35 per Subco Warrant Share for a period of 24 months from the date of closing of the Business Combination.

The expiry date of the Subco Warrants may be accelerated by Subco at any time if the closing price of the Subco Shares on any stock exchange in Canada is \$0.70 or greater per Subco Share for a period of five (5) consecutive trading days at any time after the completion of the Business Combination. If this occurs, Subco may accelerate the expiry date of the Subco Warrants by issuing a press release announcing the reduced Subco Warrant term whereupon the Subco Warrants will expire on the date that is 30 days following the date of such press release.

The net proceeds of the Sub Receipt Financing will be held in escrow and, upon the satisfaction or waiver of certain conditions (the "Escrow Release Conditions"), including all conditions to the closing of the Business Combination, the net proceeds will be released to Subco.

In connection with the Sub Receipt Financing, Subco has engaged Amuka Capital as lead finder. Subco will pay Amuka Capital a cash commission equal to 8% of the gross proceeds of the Sub Receipt Financing and issue Amuka Capital broker warrants equal to 8% of the Units sold, and exercisable for the purchase of Subco Shares at a price of \$0.20 per share until 24 months following the completion of the Business Combination.

The net proceeds of the Sub Receipt Financing will be used for expenses related to the Business Combination, the execution of CoinAnalyst's strategic plan, and the repayment of debt.

Further information:

Investors are cautioned that any information released or received with respect to the Sub Receipt Financing in this news release may not be complete and should not be relied upon.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities to be issued in connection with the Offering and the Sub Receipt Financing 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Cautionary Statements Regarding Forward Looking Information:

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the proposal to complete the Sub Receipt Financing and associated transactions. Any such forward-looking statements may be identified by words such as "expects",

“anticipates”, “believes”, “projects”, “plans” and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the closing of the Sub Receipt Financing and the satisfaction of the Escrow Release Conditions, completion of the Business Combination, the listing of the Subco Shares on a Canadian stock exchange, and the intended use of funds from the Sub Receipt Financing and Offering are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the Sub Receipt Financing will close or that the Business Combination will be completed on the terms described in the March Press Release. CoinAnalyst and Brandenburg assume no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.

For more information, please contact:

Brandenburg Energy Corp.  
Aaron Meckler, CEO, CFO, Director  
E: [aaron@amukacapital.com](mailto:aaron@amukacapital.com)  
T: 647 502-3558  
1049 Chilco Street, Suite 405,  
Vancouver, British Columbia, V6G 2R7.

Aaron Meckler  
Brandenburg Energy Corp.  
+1 647-502-3558  
[email us here](#)

---

This press release can be viewed online at: <https://www.einpresswire.com/article/540949019>

EIN Presswire's priority is source transparency. We do not allow opaque clients, and our editors try to be careful about weeding out false and misleading content. As a user, if you see something we have missed, please do bring it to our attention. Your help is welcome. EIN Presswire, Everyone's Internet News Presswire™, tries to define some of the boundaries that are reasonable in today's world. Please see our Editorial Guidelines for more information.

© 1995-2021 IPD Group, Inc. All Right Reserved.