

Ecuador Gold Announces Closing of US\$1,275,000 Debenture Offering

03.11.2015 | [Newsfile](#)

Toronto, November 2, 2015 - [Ecuador Gold & Copper Corp.](#) (TSXV: EGX) (the "Company"), is pleased to announce that further to its news release made on October 23, 2015, it has closed an additional tranche of the non-brokered private placement debenture offering effective October 30, 2015 (the "Debenture Offering") raising aggregate gross proceeds totalling an aggregate of US\$1,275,000, including US\$67,000 as of April 30, 2015 as described in the Company's news release dated May 4, 2015, through the issuance of senior secured convertible debentures (the "Debentures").

Each Debenture bears an interest of 12% per annum with the principal amount and interest due and payable on the same November 28, 2015 maturity date (the "Maturity Date") as the convertible debentures issued previously this year unless the Debentures are converted into units (the "Units") of the Company at a price of C\$0.05 per Unit by the Maturity Date. Each Unit will be comprised of one common share and one-half common share purchase warrant (each whole warrant a "Warrant") of the Company. Each Warrant entitles the investor to acquire one additional common share of the Company at an exercise price of C\$0.05 per share for 24 months following the date of issuance.

The sale of Debentures is intended to be made to certain major shareholders of the Company, including Aura International Services Ltd. ("Aura"), in reliance of certain prospectus exemptions. Aura presently owns 129,063,587 common shares of the Company, representing 50.3% ownership. Accordingly, Aura is a control person of the Company under applicable securities laws and is therefore also a related party to the Company. Consequently, the sale of Debentures to Aura is a related party transaction, which is intended to be carried out under exemptions from the requirements of Multilateral Instrument 61-101 — Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Under the Debenture Offering, the Company is relying upon exemptions from the formal valuation requirements and minority shareholder approval requirements of MI 61-101 under sections 5.5(b) and 5.7(b) thereof, respectively. The Company is not aware of any valuation of the Company or its mineral properties. The Company is entitled to rely upon the exemption under section 5.5(b) because it is listed only on the TSX Venture Exchange and not one of the specified markets listed therein. Likewise, the Company is entitled to rely on the exemption under section 5.7(b) because the Debenture Offering is a distribution of securities for cash of not more than \$2,500,000. Aura may acquire Debentures in the principal amount of up to US\$1,063,000 under the current additional Debenture Offering and has already acquired prior convertible debentures having an aggregate principal amount of US\$1,070,000, and if Aura were to convert such amount of all such debentures as well as the Warrants contained in the Units together with all other common share purchase warrants of the Company held by Aura, then Aura would hold approximately (assuming an exchange rate of C\$1.3095/USD) 254,971,324 common shares of the Company representing approximately 66.7% ownership.

The proceeds of the Debenture Offering are being used for the Company's Condor Gold Project, in-country working capital in Ecuador, and as additional working capital of the Company. All securities issued under the Debenture Offering will be subject to a statutory four-month hold period from the date of issuance. No finders fees were paid in connection with the Debenture Offering.

About Ecuador Gold and Copper Corp.

[Ecuador Gold and Copper Corp.](#) is a Canadian exploration and mining company focused on its gold and copper mineral properties located in the Province of Zamora-Chinchipe in southern Ecuador. The Company has completed a Preliminary Economic Assessment of its Santa Barbara Gold and Copper Project dated May 29, 2015, and is currently listed on the TSX Venture Exchange under the symbol "EGX". For additional information, please visit us at www.ecuadorgoldandcopper.com.

For further information please contact:

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