

# Barrian Mining Corp. Enters Into Definitive Agreement to Acquire the Kinsley Mountain Gold Project From Liberty Gold

02.12.2019 | [CNW](#)

VANCOUVER, Dec. 2, 2019 - [Barrian Mining Corp.](#) ("Barrian" or the "Company") (TSX-V: BARI, OTCQB: BARRF, FSE: BM5) is pleased to announce that it has entered into an arm's length definitive purchase option agreement dated November 29, 2019 (the "Option Agreement") with [Liberty Gold Corp.](#) (TSX: LGD) ("Liberty Gold"), whereby Barrian has been granted the exclusive right to acquire Liberty Gold's 79.1% interest (the "Option") in Kinsley Gold LLC (the "JVCO"), a limited liability company holding ownership and leasehold rights in and to 513 unpatented claims and 5 leased patented claims, covering 4,187 hectares, known as the "Kinsley Mountain Project", located in southeast Elko County, Nevada.

## Kinsley Mountain Project

Kinsley Mountain Project hosts a Carlin-style, sedimentary rock-hosted gold deposit located south of Nevada Gold Mine LLC's Long Canyon deposit, with a stratigraphic and structural setting and gold mineralization similar to other sedimentary rock-hosted gold systems in the underexplored area east of the Carlin Trend in northeast Nevada<sup>1</sup>. Mineralization hosted on nearby properties is not necessarily indicative of mineralization that may be hosted on the Kinsley Mountain Project. Kinsley is host to a past-producing mine with an extensive exploration database, current Mineral Resources, and numerous, untested gold targets.

The Kinsley Mountain Mineral Resource<sup>2</sup> includes the high grade Western Flank zone in addition to near-surface oxide ounces. According to Liberty Gold's technical report dated effective October 15, 2015 and completed by Michael Gustin, Ph.D, CPG, The Kinsley Mountain Mineral Resource comprises a 5.53 million tonne Indicated Resource containing 405,000 ounces of gold at a grade of 2.27 grams-per-tonne (g/t) gold and a 3.36 million tonne Inferred Resource containing 122,000 ounces gold at a grade of 1.13 g/t gold. A subset of high grade mineralization hosted in the Secret Canyon Shale at the Western Flank zone includes a 1.46 million tonne Indicated Resource containing 284,000 ounces gold at an average grade of 6.04 g/t gold. At a 3 g/t cut-off grade, most of the resource ounces at the Western Flank remain, including 845,000 tonnes containing 248,000 ounces gold at an average grade of 9.15 g/t gold<sup>1</sup>. To the best of Barrian's knowledge, information, and belief, there is no new material scientific or technical information that would make the disclosure of the mineral resource inaccurate or misleading.

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<sup>1</sup> The resource estimate for Kinsley was completed by Michael Gustin, Ph.D, CPG, of Mine Development Associates, Inc. (MDA) of Reno, Nevada, an Independent Qualified Person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. Estimation methods are summarized below. Further details of the estimation methods and procedures are available in a NI 43-101 technical report filed on SEDAR ([www.sedar.com](http://www.sedar.com)). The resource estimate, effective October 15, 2015, includes three separate cut-off grades, reflecting depth from surface, oxidation, and metallurgical considerations. These include shallow oxidized rock (0.2 g/t Au cut-off); shallow transitional and sulphide mineralization, primarily hosted in the Dunderberg Shale (1.3 g/t Au cut-off), and Secret Canyon Shale-hosted sulphide and transitional mineralization (1.0 g/t Au cut-off). Cut-off grades assume an open-pit mining scenario, using a pit floor elevation generated using Whittle software, reasonable assumptions for mining and milling costs, and a US\$1,300/oz gold price. To the best of Barrian's knowledge, information, and belief, there is no new material scientific or technical information that would make the disclosure of the mineral resources inaccurate or misleading.

The Kinsley Mountain Project is held by JVCO, a limited liability company owned 79.1% by Pilot Gold (USA) Inc. ("Pilot"), a wholly owned subsidiary of Liberty Gold, and 20.9% by Intor Resources Corporation, a wholly owned subsidiary of [Nevada Sunrise Gold Corp.](#) (TSXV: NEV) ("Nevada Sunrise"), pursuant to a limited

liability company agreement of JVCO between Pilot and Intor. Liberty Gold originally purchased the option to earn a controlling interest in the Kinsley Mountain Project in September 2011. Liberty Gold is the project operator of the Kinsley Mountain Project.

Maximilian Sali, CEO and Co-Founder comments, "The acquisition of the Kinsley Mountain gold project from Liberty Gold will give Barrian a NI-43-101 mineral resource with 80 % of this project unexplored to allow for potential further high-grade discoveries. Kinsley has previously produced 138,000 ounces of gold in the mid to late 90s and Liberty has engaged in a number of drill programs since 2015 and we have engaged an independent Qualified Person to complete a NI 43-101 technical report on the project."

#### Option Agreement

In order to exercise the Option, Barrian must issue common shares and make certain cash payments as follows:

(a) pay USD\$2,500,000 in cash, pay USD\$124,570 in respect of certain bonds/insurance relating operations on the Kinsley Mountain Project and issue 2,000,000 common shares (post-Consolidation) of Barrian within 45 days of conditional approval ("Financing Deadline") by the TSX Venture Exchange (the "Exchange") of the Option Agreement ("Initial Payments");

(b) pay USD\$2,500,000 in cash and issue 1,000,000 common shares (the "First Anniversary Shares") of Barrian on or before the first anniversary of conditional Exchange approval of the Option Agreement; and

(c) issue USD\$2,500,000 of common shares of Barrian on or before the second anniversary of conditional Exchange approval of the Option Agreement.

The Initial Payment common shares and the First Anniversary Shares will be subject to a voluntary 12-month hold period from the date of issuance.

During the term of the Option, Barrian is also required to pay all applicable governmental mining claim maintenance fees that are required to keep the Kinsley Mountain Project in good standing and satisfy Liberty Gold's proportionate share of expenditure obligations on the Kinsley Mountain Project. These include certain minimum exploration expenditures and advance royalty payments to Nevada Sunrise LLC ("Sunrise LLC"), a private holding company unrelated to Nevada Sunrise, in accordance with an underlying lease agreement in respect of 144 of the 513 total unpatented claims compromising the Kinsley Mountain Project owned by Sunrise LLC. Pursuant to the underlying lease agreement, the Kinsley Mountain Project is subject to a 2% Net Smelter Return royalty ("NSR") payable to Sunrise LLC (which NSR may be reduced to 1% by paying USD\$2,000,000 in cash).

The five patented claims are subject to a 2% NSR royalty payable by JVCO to Marvil Investments LLC.

Upon Barrian exercising the Option, Liberty Gold shall have a 1% NSR royalty on 79.1% of all proceeds received by Barrian attributable to the production and sale of all products produced from the Kinsley Mountain Project (which NSR may be reduced to 0.5% by Barrian paying USD\$500,000 in cash).

Certain conditions precedent to closing the Option Agreement include:

(a) Barrian having obtained adequate financing to make the Initial Payments to Liberty Gold on or prior to the Financing Deadline; and

(b) The right of first refusal ("ROFR") held by Nevada Sunrise in respect of the transfer by Liberty Gold of its 79.1% interest in Kinsley Gold LLC shall have expired without having been exercised by Nevada Sunrise or Nevada Sunrise shall have waived its rights under the ROFR.

Prior to closing the proposed transaction with Liberty Gold, Barrian intends to complete a consolidation on

the basis of two (2) pre-consolidation shares for one post-consolidation share (the "Consolidation").

#### Private Placement Financing

In connection with the Option Agreement, Barrian intends to complete a financing (post-Consolidation) for minimum gross proceeds of C\$7,500,000 (the "Financing"). The terms and price of the Financing will be determined by Barrian in the context of the market.

Proceeds raised from the Financing will be used to make the Initial Payments, to fund its maintenance and exploration costs on its properties, and for general working capital purposes.

The proposed transaction is subject to, among other things, the completion of an updated National Instrument 43-101 &ndash; Standards of Disclosure for Mineral Projects Technical Report on the Kinsley Mountain Project, and obtaining all necessary regulatory approvals, including the Exchange. If complete, the proposed transaction will constitute a "Fundamental Acquisition" as such term is defined in Exchange Policy 5.3. The common shares of the Company will remain halted until the Exchange has reviewed the proposed transaction in accordance with Exchange Policy 5.3.

#### About Barrian Mining Corp.

[Barrian Mining Corp.](#) is a new gold exploration company focused on acquiring and advancing precious metal projects in the United States. Barrian's flagship Bolo Project, located 90 km northeast of Tonopah Nevada, hosts Carlin type gold mineralization. In addition, Barrian has an earn-in option to acquire 100% of the "Sleeper Project" which is located in the historic Mogollon epithermal silver-gold mining district of New Mexico. Barrian also has the option to acquire 100% of the Troy Canyon Project located in Nevada. Barrian is run by a strong management and technical team consisting of capital market and mining professionals with the goal of maximizing value for shareholders through new mineral discoveries, committed long-term partnerships, and the advancement of exploration projects in geopolitically favourable jurisdictions. Barrian trades on the TSXV under the ticker symbol "BARI", on the OTC markets under the symbol "BARRF" and on the German (Frankfurt) exchanges using the ticker symbol "BM5".

#### Qualified Person

The scientific and technical information contained in this news release as it relates to the Kinsley Mountain Project has been reviewed and approved by Kristopher J. Raffle, P.Geol. (BC) Principal and Consultant of APEX Geoscience Ltd. of Edmonton, AB, a Director of Barrian and a "Qualified Person" as defined in National Instrument 43-101 &ndash; Standards of Disclosure for Mineral Projects. Mineralization hosted on nearby properties is not necessarily indicative of mineralization that may be hosted on the Kinsley Mountain Project.

On behalf of the Board of Directors,

/s/ "Max Sali"

Max Sali, Chief Executive Officer

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 news release.

#### Forward Looking Information

This news release includes certain statements that constitute "forward-looking information or statements" within the meaning of applicable securities law, including without limitation, completing the Financing and a technical report, obtaining Exchange approval for the Option Agreement, satisfying the conditions precedent to the Option Agreement, satisfying other payment obligations under the Option Agreement, other statements relating to the technical, financial and business prospects of the Company and its properties, and other matters.

There can be no assurance that the proposed transaction with Liberty Gold will be completed or, if

completed, will be successful.

Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, anticipated costs and the ability to achieve goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: (i) risks related to gold and other commodity price fluctuations; (ii) risks and uncertainties relating to the interpretation of exploration results; (iii) risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses; (iv) that resource exploration and development is a speculative business; (v) that the Company may lose or abandon its property interests or may fail to receive necessary licences and permits; (vi) that environmental laws and regulations may become more onerous; (vii) that the Company may not be able to raise additional funds when necessary; (viii) the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; (ix) exploration and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in exploration and development; \* competition; (xi) the potential for delays in exploration or development activities or the completion of geologic reports or studies; (xii) the uncertainty of profitability based upon the Company's history of losses; (xiii) risks related to environmental regulation and liability; (xiv) risks associated with failure to maintain community acceptance, agreements and permissions (generally referred to as "social licence"); (xv) risks relating to obtaining and maintaining all necessary government permits, approvals and authorizations relating to the continued exploration and development of the Company's projects; (xvi) risks related to the outcome of legal actions; (xvii) political and regulatory risks associated with mining and exploration; (xix) risks related to current global financial conditions; and (xx) other risks and uncertainties related to the Company's prospects, properties and business strategy. These risks, as well as others, could cause actual results and events to vary significantly.

Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, adverse weather conditions, increase in costs, equipment failures, litigation, exchange rate fluctuations, failure of counterparties to perform their contractual obligations and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

SOURCE [Barrian Mining Corp.](#)

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/339998--Barrian-Mining-Corp.-Enters-Into-Definitive-Agreement-to-Acquire-the-Kinsley-Mountain-Gold-Project-From-Liberty>

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