

CMC Announces Shares for Debt Issuance

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VANCOUVER, Jan. 15, 2025 - [CMC Metals Ltd.](#) (TSX-V: CMB) (Frankfurt:ZM5P) ("CMC" or the "Company") is pleased to announce that it has settled and extinguished \$85,000 of outstanding debt (the "Debt") through the issuance of common shares of the Company (the "Shares").

In accordance with the settlement of debt (the "Debt Settlement"), the Company will issue 3,400,000 common shares to three non-arm's length creditors of the Company (the "Creditors") at a deemed price of \$0.025 per Share. The Company has entered into administrative and professional services agreements provided between the periods of January 2024 to January 2025, inclusive, with the Creditors for services provided.

The Company chose to settle and extinguish the Debt through the issuance of Shares to preserve cash and improve the Company's balance sheet. The Debt Settlement is subject to approval by the TSX Venture Exchange (the "TSXV"). No new insiders will be created, nor will any change of control occur as a result of the issuance of the Shares.

The shares issued are subject to a four month hold period, which will expire on a date that is four months and one day from the date of issuance.

As certain insiders are party to the Agreement for \$80,000 or 3,200,000 shares, it may be considered a "related party transaction" under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") and the TSXV. The Company is relying on the exemptions from the formal valuation and the minority shareholder approval requirements of MI-61-101 contained in section 5.5 (a) and Section 5.7 (1)(a) as the fair market value of the common shares being issued to insiders in connection with the Service Shares does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

Kevin Brewer, President and CEO of CMC noted, "We have significantly reduced our debt load, and minimized operating costs and expenditures, to deal with the challenges our sector has faced in 2024. The participation of my own company, another Director, and former Director in this event are testimony to the belief of myself and the Board that CMC has significant opportunities to enhance shareholder value in 2025. The Board sincerely thanks the service companies who participated in this Agreement. CMC is now well positioned to now take advantage of the improved market conditions to advance its silver projects in the Rancheria Silver District in south-central Yukon and northern British Columbia."

About CMC Metals Ltd.

CMC Metals Ltd. is a growth stage exploration company focused on the exploration of high-grade silver-lead-zinc critical mineral carbonate replacement and skarn deposits in the Rancheria Silver District in Northern British Columbia and Yukon. Their properties include their flagship Silverknife project which is immediately adjacent to Coeur Mining's Silvertip deposit, one of the highest-grade underground CRD-vein deposits in the world, the Silver Hart Deposit and Blue Heaven claims (Yukon) and the Amy claims (north-central British Columbia). Other polymetallic projects in its portfolio and available for option include the Bridal Veil (Newfoundland) which is an orogenic gold target, and silver-gold target - Logjam (Yukon) possibly with porphyritic association.

On behalf of the Board:

"Kevin Brewer"

Kevin Brewer, President, CEO and Director
CMC METALS LTD.

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To be added to CMC's news distribution list, please send an email to info@cmcmetals.ca or contact Mr. Kevin Brewer directly.

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 release.

"This news release may contain certain statements that constitute "forward-looking information" within the meaning of applicable securities law, including without limitation, statements that address the timing and content of upcoming work programs, geological interpretations, receipt of property titles and exploitation activities and developments. In this release disclosure regarding the potential to undertake future exploration work comprise forward looking statements. Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. 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, including the ability of the Company to raise the funds necessary to fund its projects, to carry out the work and, accordingly, may not occur as described herein or at all. Actual results may differ materially from those currently anticipated in such statements. Factors that could cause actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, the timing and receipt of government and regulatory approvals, the impact of the constantly evolving COVID-19 pandemic crisis and continued availability of capital and financing and general economic, market or business conditions. Readers are referred to the Company's filings with the Canadian securities regulators for information on these and other risk factors, available at www.sedar.com. 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."

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