

# Prophecy Resource Corp. and Pacific Coast Nickel Corp. Sign Arrangement Agreement

04.04.2011 | [Marketwired](#)

VANCOUVER, April 4, 2011 - [Prophecy Resource Corp.](#) ("Prophecy") (TSX VENTURE: PCY) (OTCQX: PRPCF) (FRANKFURT: 1P2) and [Pacific Coast Nickel Corp.](#) ("PCNC") (TSX VENTURE: NKL) ("PCNC", and collectively with Prophecy, the "Companies") are pleased to announce that further to their announcements on January 18, 2011 and February 17, 2011, they have signed the definitive arrangement agreement ("Arrangement Agreement") to sell Prophecy's Wellgreen PGM Ni-Cu and Lynn Lake Nickel projects (the "Projects") to PCNC.

Pursuant to the Arrangement Agreement, the transaction will be implemented by way of a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement"). Prior to the Arrangement, Prophecy will transfer the assets comprising the Projects, as well as \$2 million cash, to a newly incorporated subsidiary ("Spinco"), PCNC will then acquire 100% of the shares of Spinco in exchange for the issuance of 450,000,000 common shares in the capital of PCNC (the "PCNC Shares"), of which 225,000,000 PCNC Shares will be retained by Prophecy and 225,000,000 PCNC Shares will be distributed or reserved for distribution on a pro rata basis to holders of Prophecy shares on a fully diluted basis ("PCNC Distribution"). Prophecy may also grant up to 500,000 options prior to the effective time of the Arrangement.

Upon completion of the Arrangement, Prophecy and its shareholders will hold approximately 88.97% of the issued and outstanding shares of PCNC. Following the completion of the Arrangement, Prophecy will change its name to "Prophecy Coal Corp." and PCNC will consolidate its share capital on a 10:1 basis and be renamed as "Prophecy Platinum Corp."

The effective date of the Arrangement and the PCNC Distribution (the "Effective Date") is expected to be in early May. It is not possible at this time to determine a Prophecy shareholder's exact entitlement to PCNC Shares as a result of the Arrangement. As of the date of this press release, there are 189,669,994 Prophecy shares issued and outstanding and 47,650,658 Prophecy options and warrants issued and outstanding. Assuming those numbers were unchanged on the Effective Date, each Prophecy shareholder would be entitled to 0.9482 of a pre-consolidation PCNC Share, and each Prophecy convertible securityholders, when exercising their options or warrants, as the case may be would receive one Prophecy share and 0.9482 of a pre-consolidation PCNC Share. In the event that more Prophecy shares, options or warrants are issued and outstanding on the Effective Date, the number of PCNC Shares to which a Prophecy shareholder shall be entitled to will be reduced in accordance with their pro rata holdings.

Prophecy and PCNC will each be convening a shareholders meeting to consider and approve the Arrangement and related transactions. It is expected that the shareholder meetings will occur in early May. A joint management information circular containing detailed disclosure regarding the Arrangement and related transactions will be mailed to Prophecy and PCNC shareholders.

Completion of the Arrangement is subject to a number of conditions, including the approvals of the shareholders of Prophecy and PCNC, the Supreme Court of British Columbia, and the TSX Venture Exchange, as well as other customary conditions. The Arrangement Agreement and related information circular will be filed and available for public download at [www.sedar.com](http://www.sedar.com).

## About Prophecy

Prophecy Resource Corporation is an internationally diversified company engaged in developing energy, nickel and platinum group metals projects. The company controls over 1.4 billion tons of open-pittable thermal coal in Mongolia (839 Mt Measured, 579 Mt Indicated). Prophecy's Ulaan Ovoo coal mine is fully commissioned.

## About PCNC

Pacific Coast Nickel Corp is a Canadian based nickel and copper base metal exploration company actively exploring properties in Canada, Argentina and Uruguay.

ON BEHALF OF THE BOARD OF DIRECTORS of

Prophecy Resource Corp.  
John Lee, Chairman and CEO

Pacific Coast Nickel Corp.  
John Lee, Chairman and Interim CEO

*Cautionary Statements: Completion of the Arrangement is subject to a number of conditions, including regulatory approval, shareholder approvals, and approval of the British Columbia Supreme Court. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the joint management information circular to be prepared in connection with the Arrangement and related transactions, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of exploration and development stage resource companies should be considered highly speculative.*

*Forward Looking Statements: This news release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, including, without limitation, statements regarding timing of the Arrangement, future share ownership of PCNC, Prophecy's intentions in respect of the distribution of PCNC Shares, potential mineralization, the estimation of mineral resources, the realization of mineral resource estimates, interpretation of prior exploration and potential exploration results, the timing and success of exploration activities generally, the timing and results of future resource estimates, permitting time lines, metal prices and currency exchange rates, availability of capital, government regulation of exploration operations, environmental risks, reclamation, title, and future plans and objectives of the companies are forward-looking statements that involve various risks and uncertainties. Although PCNC and Prophecy believe the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements are based on a number of material factors and assumptions. Factors that could cause actual results to differ materially from those in forward-looking statements include failure to obtain necessary approvals in respect of the Arrangement, unsuccessful exploration results, changes in project parameters as plans continue to be refined, results of future resource estimates, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, risks associated with operating in foreign jurisdictions, uninsured risks, regulatory changes, defects in title, availability of personnel, materials and equipment on a timely basis, accidents or equipment breakdowns, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same, and other exploration or other risks detailed herein and from time to time in the filings made by the companies with securities regulators. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral exploration and development of mines is an inherently risky business. Accordingly the actual events may differ materially from those projected in the forward-looking statements. For more information on PCNC and Prophecy and the risks and challenges of their businesses, investors should review their annual filings that are available at [www.sedar.com](http://www.sedar.com).*

*This press release does not constitute an offer to sell or a solicitation to buy any of the securities in the United States. The securities 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 law and may not be offered or sold in 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.*

*Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested PCNC shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the joint management Information circular and/or to be prepared in connection with the transaction, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of PCNC should be considered highly speculative.*

*The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

*"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."*

### Contact Information

Prophecy Resource Corp.  
Paul McKenzie  
1.604.642.2625 ext. 107 or

Prophecy Resource Corp.  
Scott Parsons  
+1.604.642.2625 ext. 106 or

Prophecy Resource Corp.  
John Lee  
1.800.851-1528  
john@prophecyresource.com  
www.prophecyresource.com or

Pacific Coast Nickel Corp.  
John Lee  
1.800.851-1528  
john@pacificcoastnickel.com  
www.pacificcoastnickel.com

---

Dieser Artikel stammt von [Rohstoff-Welt.de](http://Rohstoff-Welt.de)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/101921--Prophecy-Resource-Corp.-and-Pacific-Coast-Nickel-Corp.-Sign-Arrangement-Agreement.html>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

---

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!  
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2026. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).