

First Source Resources Inc. and CB Gold Inc. Announce Completion of Acquisition of Real Minera Property

02.06.2010 | [Marketwired](#)

VANCOUVER, June 2, 2010 - [First Source Resources Inc.](#) (TSX VENTURE: FSR) ("First Source" or the "Company") and [CB Gold Inc.](#), a privately held British Columbia company ("CB Gold"), are pleased to announce that the transfer of 100% of the Real Minera gold property to CB Gold has been completed. The Real Minera property is located in the Vetás Mining District, 10 kilometres south of the California District in Colombia. The Real Minera property contains several areas of mineralization, including high-grade veins and a large but lower grade stockwork zone. Real Minera is adjacent to the Reina de Oro property, which contains [Galway Resources Ltd.'s](#) El Volcan gold mine.

CB Gold is awaiting final approval for its initial drilling program at Real Minera, consisting of 3,000 metres of core drilling to test both the stockwork and vein systems. The geophysics team, which is currently working on another of the Vetás Gold Project areas, will move to the Real Minera property in late June or early July 2010 to begin geophysical surveying. The results of the survey will be combined with logging data from the proposed drill holes.

CB Gold is continuing its program of completing the acquisition of various properties in the Vetás Gold Project, and is progressing with its geological work which includes detailed sampling and mapping, geophysical surveys, topographic mapping and drilling. This work will allow CB Gold to further assess the potential of the Vetás Gold Project.

Fabio Capponi, President & CEO of CB Gold noted, "We are very pleased to have completed this acquisition of one of the core properties at our Vetás Gold Project, ahead of schedule. We continue to work on the closing of the next acquisitions, preparation of the drilling program and analysis of the potential of our properties."

First Source and CB Gold management and advisors are also progressing the work required to complete the reverse takeover by amalgamation announced on April 21, 2010 (the "Amalgamation"). The Amalgamation will result in CB Gold continuing from the Amalgamation ("New CB Gold") becoming a publicly listed entity and will position New CB Gold for future growth. The common shares of New CB Gold will be listed on the TSX Venture Exchange (the "TSXV").

Peter Smith, President & CEO of First Source commented, "We are very pleased to announce this acquisition by CB Gold, and it further demonstrates the ability of CB Gold's management to deliver the Vetás Gold Project acquisitions, to the benefit of all our shareholders."

In connection with the completion of the Amalgamation, CB Gold and New CB Gold intend to raise gross proceeds of up to \$35,000,000 by way of a private placement on a best efforts basis of subscription receipts (the "Subscription Receipt Offering") at a price of \$0.75 per subscription receipt (the "Issue Price"). GMP Securities L.P. will act as the sole lead agent and book-runner for the Subscription Receipt Offering, with a syndicate consisting of BMO Capital Markets Inc., Canaccord Genuity Corp. and Dundee Securities Corporation (collectively, the "Agents"). CB Gold has granted to the Agents an option (the "Agents' Option"), exercisable up to 48 hours prior to the closing date of the Subscription Receipt Offering, to arrange for the purchase of up to an additional 15% of the number of Subscription Receipts (the "Additional Subscription Receipts") sold under the Subscription Receipt Offering at a price per Subscription Receipt equal to the Issue Price for additional gross proceeds to CB Gold of up to C\$5,250,000.

Under the terms of the Subscription Receipt Offering, the Agents will be entitled to a cash fee (the "Offering Fee") equal to 6.0% of the gross proceeds raised under the Subscription Receipt Offering. As additional consideration for the services of the Agents, CB Gold agrees to grant to the Agents compensation options (the "Compensation Options") entitling the Agents to subscribe for that number of Units (as defined below) as is equal to 6.0% of the total number of Subscription Receipts (including Additional Subscription Receipts) sold pursuant to the Subscription Receipt Offering. Subject to regulatory approval, each Compensation Option will be exercisable to acquire one Unit commencing on the listing of the common shares of New CB Gold (the "Common Shares") pursuant to the Amalgamation (the "Listing") and continuing for a period of 18 months thereafter at an exercise price equal to the Issue Price.

Each Subscription Receipt will be automatically exchanged, without payment of any additional consideration and subject to adjustment, for one unit of New CB Gold (each a "Unit") upon the satisfaction of the Escrow Release Conditions (as defined below). Each Unit will consist of one Common Share and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one additional Common Share (each, a "Warrant Share") at an exercise price of C\$1.10 per Warrant Share at any time prior to the date that is two years following the satisfaction of the Escrow Release Conditions. On closing of the Subscription Receipt Offering, the gross proceeds of the Subscription Receipt Offering (less the Agents' expenses in connection with such offering) will be delivered to and held by a licensed Canadian trust company or other escrow agent (the "Escrow Agent") mutually acceptable to the Agent and CB Gold in an interest bearing account (the "Escrowed Funds") and will be held in escrow on behalf of the purchasers of the Subscription Receipts. The Offering Fee payable to the Agents will be released to the Agents out of the Escrowed Funds and the balance of the Escrowed Funds (plus any accrued interest earned thereon) will be released from escrow to CB Gold upon delivery of a notice (the "Release Notice") to the Escrow Agent from GMP, on behalf of the Agents, and CB Gold, on or before 5:00 p.m. (Toronto time) on August 31, 2010 (the "Escrow Deadline") indicating the following conditions (the "Escrow Release Conditions") have been satisfied:

- i. the completion of the Amalgamation;
- ii. the receipt of all required shareholder and regulatory approvals (including, without limitation, the conditional approval of the TSXV) for the Amalgamation and the Listing; and
- iii. the Common Shares and Warrants to be issued on satisfaction of the Escrow Release Conditions will not be subject to any statutory or other hold period in Canada.

If the Escrow Release Conditions are not satisfied on or before the Escrow Deadline, the Escrowed Funds plus accrued interest shall be returned to the holders of the Subscription Receipts on a pro-rata basis (including interest actually earned thereon) and the Subscription Receipts will be cancelled without any further action on the part of the holders. CB Gold shall be responsible and liable to the holders of the Subscription Receipts for any shortfall between the aggregate Issue Price and the Escrowed Funds.

Hrayr Agnerian, P. Geo., of Scott Wilson Roscoe Postle Associates Inc. has reviewed the scientific and technical information in this news release relating to CB Gold and its properties. Hrayr Agnerian is a "qualified person" and "independent" of CB Gold as such terms are defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

About First Source

First Source is a mineral exploration company headquartered in Vancouver, British Columbia. The Company currently holds a 100% interest in the Lac des Pics Property in the Province of Quebec. Pursuant to the terms of the agreement between CB Gold and First Source in relation to the Amalgamation, First Source has entered into an agreement to sell such property to an arm's length purchaser for nominal cash consideration and the assumption by the purchaser of all liabilities in relation to the property. The sale by First Source of the Lac des Pics Property is conditional upon the completion of the Amalgamation.

For further information about First Source, please refer to the Company's filings on SEDAR (www.sedar.com) or the Company's website at www.firstsourceresources.com.

Cautionary Note Regarding Forward-Looking Statements

Statements contained in this news release that are not historical fact, such as management's assessment of the future plans and operations of the Company, CB Gold and New CB Gold and completion of the Amalgamation and all related transactions, are forward-looking information as that term is defined under the provisions of Canadian securities laws ("forward-looking statements"). Such forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from estimated results. Such risks and uncertainties include, but are not limited to, changes in economic conditions or financial markets; the ability to raise sufficient capital; uncertainties related to exploration results; changes in industry conditions; changes in prices for mineral products or increases in costs; currency fluctuations; environmental risks; competition from other industry participants; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties; inability to obtain permits encountered in connection with exploration activities; labour relations matters; the inability to complete the Subscription Receipt Offering; the inability to complete the Amalgamation; and the inability to complete planned property acquisitions. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise

and, as such, undue reliance should not be placed on forward-looking statements. The actual results, performance or achievement of First Source, CB Gold and New CB Gold could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits New CB Gold will derive therefrom. First Source, CB Gold and New CB Gold disclaim 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 required by applicable securities laws.

Completion of the Amalgamation is subject to a number of conditions, including TSXV acceptance and shareholder approvals (including on a disinterested basis to the extent required). The Amalgamation cannot close until the required shareholder approvals are obtained and all other such conditions are satisfied. There can be no assurance that the Amalgamation will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the information circular to be prepared in connection with the Amalgamation, any information released or received with respect to the Amalgamation may not be accurate or complete and should not be relied upon. Trading in the securities of First Source, CB Gold and New CB Gold should be considered highly speculative.

The TSXV has in no way passed upon the merits of the proposed Amalgamation or Subscription Receipt Offering and has neither approved nor disapproved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities of each of First Source, CB Gold and New CB Gold 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.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Contact Information

First Source Resources Inc.
Peter Smith, President
604.683.7031
info@firstsourceresources.com
www.firstsourceresources.com or

CB Gold Inc.
Fabio Capponi, President and CEO
778.389.7274
fcapponi@cbgoldinc.com
www.cbgoldinc.com

Dieser Artikel stammt von [Rohstoff-Welt.de](https://www.rohstoff-welt.de)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/117633--First-Source-Resources-Inc.-and-CB-Gold-Inc.-Announce-Completion-of-Acquisition-of-Real-Minera-Property.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](#).