

# Marlin Gold Announces Filing of Final Prospectus for Rights Offering to Shareholders

07.02.2013 | [Marketwired](#)

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VANCOUVER, BRITISH COLUMBIA -- (Marketwire - Feb. 7, 2013) - [Marlin Gold Mining Ltd.](#) (TSX VENTURE:MLN) ("Marlin Gold" or the "Company") is pleased to announce that it has filed a final long form prospectus (the "Prospectus") with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Manitoba and Ontario (the "Qualifying Jurisdictions") relating to a rights offering (the "Rights Offering"). Registered shareholders in the Qualifying Jurisdictions will receive one right for each common share held as at the record date, which has been set as February 21, 2013. Each 1.026 rights entitle the holder thereof to subscribe for one common share at a price of \$0.08 per share prior to 4:00 p.m. (Eastern Time) on March 25, 2013. Rights not exercised by that time will be void and have no value.

The Rights Offering is being made to holders of common shares in the Qualifying Jurisdictions. Holders of rights resident outside the Qualifying Jurisdictions who establish to the satisfaction of the Company that the receipt by them of the rights and the issuance to them of common shares upon the exercise of the rights will not be in violation of the laws of their jurisdiction of residence will be allowed to receive and exercise rights. Rights of holders resident in jurisdictions other than the Qualifying Jurisdictions who do not so satisfy to the Company prior to March 15, 2013 will be sold by Computershare Investor Services Inc. ("Computershare") on such date or dates and at such price or prices as Computershare shall determine in its sole discretion.

The Rights Offering is supported by the Company's largest shareholders, Wexford Spectrum Trading Limited and Wexford Catalyst Trading Limited (together, the "Standby Purchasers"), private investment funds managed by Wexford Capital LP ("Wexford"), pursuant to the terms of the standby commitment agreement dated December 10, 2012, as amended February 6, 2013. The Standby Purchasers have agreed to exercise their basic subscription right in full and to purchase all common shares not otherwise acquired under the Rights Offering by holders of Rights pursuant to the basic subscription right and additional subscription privilege.

Assuming that all rights are exercised, the Company would receive net proceeds of approximately \$14,800,000 after legal and regulatory filing expenses estimated at \$201,000, with net proceeds raised intended to be used to commence construction at the La Trinidad project in Mexico, for exploration and development of its mineral properties and for working capital and general corporate purposes.

Further details concerning the Rights Offering and the procedures to be followed by holders of Common Shares are contained in the final long form prospectus available on Marlin Gold's profile at [www.sedar.com](http://www.sedar.com). The Rights Offering is subject to regulatory approval, including that of the TSX Venture Exchange.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities of Marlin Gold. Nor is it an offer to sell securities or a solicitation of an offer to buy securities in any state or jurisdiction where prohibited by law. No securities referred to herein have been or will be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

## About Marlin Gold

Marlin Gold is a publicly-listed company on the TSX Venture Exchange with properties located in Sinaloa and Zacatecas, Mexico. Marlin Gold's priority is to advance its properties toward production. The La Trinidad property, which hosts the Taunus gold deposit, continues to be the priority focus of Marlin Gold's development activities. A complete NI 43-101 resource estimate and preliminary economic assessment for the Taunus deposit can be found at [www.sedar.com](http://www.sedar.com) or at [www.marlingold.com](http://www.marlingold.com).

## About Wexford Capital LP

Wexford is a SEC registered investment advisor based in Greenwich, Connecticut with over \$4.7 billion of

assets under management. Wexford has particular expertise in the energy/natural resources sector with actively managed investments in coal, oil and gas exploration and production, energy services, mining and related sectors.

### **Cautionary statement regarding forward-looking information**

*Except for statements of historical fact, this news release contains certain 'forward-looking information' and 'forward-looking statements' within the meaning of applicable securities laws including statements regarding the proposed Rights Offering, the anticipated proceeds, the proposed use of proceeds and the anticipated participation of the Standby Purchasers under the standby commitment agreement. Such forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to known and unknown risks, uncertainties and assumptions that could cause actual results to vary materially from the anticipated results or events predicted in these forward-looking statements, including those risk factors identified in Marlin Gold's Annual Management's Discussion and Analysis and in the final long form prospectus dated February 6, 2013 filed under Marlin Gold's SEDAR profile. As a result, readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements contained in this news release are made as of the date of this release. Except as required by applicable law, Marlin Gold disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

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

### **Contact**

Marlin Gold Mining Ltd.  
Mimy Fernandez-Maldonado  
Corporate Secretary  
604-646-1587  
mimy@marlingold.com  
[www.marlingold.com](http://www.marlingold.com)

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/142580--Marlin-Gold-Announces-Filing-of-Final-Prospectus-for-Rights-Offering-to-Shareholders.html>

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