

Bravura Ventures Corp. Announces Proposed Business Combination With RedLion Resources Corp.

04.04.2013 | [Marketwired](#)

VANCOUVER, April 4, 2013 - [Bravura Ventures Corp.](#) (TSX VENTURE:BVQ) (the "Company" or "Bravura") is pleased to announce that it has entered into a letter of intent dated April 3, 2013 (the "LOI") with [RedLion Resources Corp.](#) ("RedLion"), a British Columbia private company, which outlines the general terms and conditions pursuant to which Bravura and RedLion would complete a transaction resulting in a reverse take-over of Bravura by the shareholders of RedLion (the "Proposed Transaction"). The LOI was negotiated at arm's length and dated of April 3, 2013.

The LOI is to be superseded by a definitive agreement (the "Definitive Agreement") to be executed on or before June 30, 2013 (or such other date as may be mutually agreed between the parties). The Transaction is subject to requisite regulatory approval, including the approval of the TSX Venture Exchange (the "TSXV") and standard closing conditions, including the approval of the of the Definitive Agreement by the directors and shareholders of each of Bravura and RedLion, as well as the conditions described below.

The legal structure for the Proposed Transaction will be determined after the parties have considered applicable tax, securities law and accounting efficiencies and it is currently contemplated that the Proposed Transaction will be completed as a triangular merger or direct acquisition pursuant to which Bravura will acquire all of the outstanding shares of RedLion in exchange for post-consolidation common shares issued on the basis of one post-consolidation Bravura common share for each one outstanding RedLion common share. It is contemplated that Bravura will also acquire all outstanding options and warrants of RedLion in exchange for equivalent options and warrants, adjusted for the applicable exchange ratio.

Trading in the common shares of Bravura (the "Bravura Shares") is halted at present. It is the intention of the parties that the Bravura Shares will not resume trading until the Proposed Transaction is completed and approved by the TSXV.

About RedLion

RedLion was incorporated on November 26th, 2010 under the laws of British Columbia. RedLion is a privately-held junior exploration company that holds, through its wholly-owned Colombian subsidiary Redlion Resources Colombia S.A.S. ("RedLion Colombia"), a 50% interest in a registered mining concession known as Quebrada Grande (the "Property"). The Property covers an area of 1,994 hectares and is located in the department of Bolivar, Colombia.

RedLion has also entered into an agreement in respect of six mining concessions contiguous to the Quebrada Grande property, covering a total area of 11,101 hectares, under which it will have the option to acquire, upon certain payments having been made, up to an 80% interest in the associated mining concessions when and if such applications are approved.

Quebrada Grande and the contiguous applications (13,095 hectares in total) are located in the north central part of the Segovia Batholith. The southern part of the batholith contains the Segovia gold belt which hosts a number of large producing mines.

The property is associated with quartz veins and silicified breccias in intrusive and volcanic rocks, and veins of up to 1.5m in width have been identified as well as breccia zones greater than 30m in width and 100m in length.

Gold is being exploited by artisanal workers from at least 13 sites within the boundaries of the Quebrada Grande Project and from numerous other locations in the immediate neighborhood. RedLion's 2012 exploration program verified the location and confirmed gold mineralization on 4 of these workings as well as identified numerous large, intensive alteration zones.

Three composite grab samples collected during a 2012 exploration program from veins being mined by artisanal miners contained values from 10.1 to 28.2 g/t Au.

A National Instrument 43-101 Technical Report in connection with the Property has been commissioned and will be filed on SEDAR when Bravura files its disclosure document with respect to the Proposed Transaction.

In addition to its exploration program and as part of its corporate philosophy of sustainable mining and social responsibility RedLion is studying the feasibility of incorporating an artisanal participation model ("APM") into its long-term strategy. RedLion believes strongly that working with the community to enhance current mining practices can have both a positive financial, and social benefit to all the stakeholders concerned. At present, RedLion has evaluated and identified the financial model, and has begun early discussions with some of the key interest groups. RedLion intends to move forward with creating specific mine inventories, and basic metallurgy with the goal of aggregating ore for resale or processing when and if the company deems it economically viable.

Mr. Robert Cameron, P. Geo is a "qualified person" under National Instrument 43-101 and has reviewed the technical disclosure regarding RedLion in this Press Release.

Board and Management of Bravura After the Proposed Transaction

It is anticipated that upon completion of the Proposed Transaction, the management and Board of Directors of Bravura will include the following:

Marc Branson, President, CEO and Director

Mr. Branson is an entrepreneur and management consultant with experience in building both private and public companies. Marc is currently the founder and managing director of an OEM/ODM company focused on telecom and specialty communications products, and sits on the board for several other resource based companies.

Robert Cameron, Director

Mr. Cameron is a graduate geologist of Carleton University and a member of the Association of Professional Engineers and Geoscientists of British Columbia and has over 30 years of experience in the mining industry. He has recently held the position of CEO of Valley High Ventures Ltd. until the Company was sold to its joint venture partner in 2011. Prior to this Mr. Cameron was a Mining Analyst for Research Capital Inc. and prior to that held the position of Vice President and Manager of Exploration for Phelps Dodge Corporation of Canada Limited (a subsidiary of Freeport-McMoran Copper & Gold Inc.). Mr. Cameron's career includes all aspects of mining exploration throughout the world including North and South America, Asia and Europe. Mr. Cameron is a qualified person for the purposes of NI 43-101 and is currently President and CEO of Bearing Resources Ltd., a TSX-listed exploration company, focused on gold and copper properties in British Columbia, Canada and Durango, Mexico.

Randy Martin, Director

Mr. Martin is a mining engineer with over 30 years of mining experience. He is currently Chairman and CEO of RNC (Management) Ltd. a private company that owns and operates the Bonanza Mine in Nicaragua. He is also chairman of affiliated companies that are developing hydroelectric and forestry operations in Nicaragua. Mr. Martin is on the board of directors and a member of the executive committee of Norteak Madera, S.A. a forestry management company in Nicaragua. Until recently, Mr. Martin was on the board of Gran Colombia Gold where he remains on their technical advisory board. He was formerly vice-chairman and CEO of Colombia Goldfields until its amalgamation with Medoro Resources in 2009 and was also founder, chairman and CEO of RNC Gold Ltd. until its merger with Yamana Gold, Inc. in 2006. Mr. Martin graduated from the Henry Krumb School of Mines, Columbia University in the City of New York.

Douglas Fletcher, Director

Mr. Fletcher is currently a managing director of ChapmanCraig Limited, a Hong Kong-based wealth management company, and has a broad range of investment banking experience, including as a Vice President in BMO Nesbitt Burns' Investment and Corporate Banking unit and as a Director in Citigroup's Investment Banking division (New York, Sydney and Singapore). Mr. Fletcher is also a non-practicing member of the Law Society of British Columbia.

Kevin Slichter, Director

Mr. Slichter has over 20 years experience within the financial industry as a investment advisor, and corporate consultant. Kevin has worked with both public and private companies to structure financings mainly in the resource and high tech sectors.

Anthony Jackson, CFO

Mr. Jackson is a Principal of Jackson & Company, Chartered Accountants assisting private and public companies in a variety of industries with full service accounting, tax and financial advisory services. Mr. Jackson also founded BridgeMark Financial Corp., a company providing accounting and financial consulting services to developing and mature stage companies by handling all aspects of administration, compliance, reporting and finance activities. Prior to his time at Jackson & Company, Mr. Jackson spent a number of years working at Ernst & Young LLP and obtaining his CA designation before moving onto work as a senior analyst at a boutique investment banking firm. Mr. Jackson earned a Bachelor of Business Administration degree from Simon Fraser University, and holds the professional designation of Chartered Accountant (CA), and is a member of the B.C. and Canadian Institute of Chartered Accountants. Mr. Jackson has had extensive experience as a Director and CFO of numerous publicly traded corporations in the metals and mining industry.

Dr. Stewart Redwood, Technical Advisor

Dr. Redwood has a degree in geology from Glasgow University (1982) and obtained his PhD from Aberdeen University (1986) for his work on the gold and silver deposits of Bolivia.

From 2005 to 2009, Dr. Redwood was Vice-President of Exploration for Colombia Goldfields Ltd., which developed the Marmato gold project before it was acquired by Medoro Resources (now Gran Colombia Gold Corp.). From 2004 to 2005, he was President and Chief Executive Officer of GoldQuest Mining Corp., and was one of the founders of its predecessor in 2001. Dr. Redwood has also worked with AngloGold Ltd. (now AngloGold Ashanti), and Inmet Mining Corp and as director of exploration for Mintec SA, the largest mining consulting company in Bolivia that discovered the San Cristobal silver-zinc deposit. While at Inmet, he supervised the reserve drilling program that increased Antamina's minable reserves fourfold to 500 million tonnes grading 1.2 per cent copper and 1.0 per cent zinc. His last position with Inmet was General Manager, Peru.

Dr. Redwood is a Fellow of the Institute of Materials, Minerals and Mining (FIMMM), a Fellow of the Geological Society of London (FGS), a Fellow of the Society of Economic Geologists and is a qualified person for the purposes of NI 43-101.

Other Transaction Details

Name Change and Share Consolidation

Prior to closing the Proposed Transaction, Bravura plans to consolidate all of the issued and outstanding common shares of the Company on an up to five for one basis. The proposed share consolidation is subject to TSXV acceptance and shareholder approval.

The effect of the proposed consolidation will be to reduce the number of common shares issued and outstanding from 11,318,751 pre-consolidated common shares to 2,263,750 post-consolidated common shares.

Bravura also intends to change its name in conjunction with the proposed share consolidation that is acceptable to both Redlion and the TSXV.

Financing

Prior to or concurrently with completion of the Proposed Transaction, either or both of RedLion or Bravura may complete one or more private placement financings on terms and conditions acceptable to each of Bravura, RedLion and the TSXV (the "Financings").

Conditions to the Proposed Transaction

The completion of the Transaction will be subject to at least the following conditions precedent ("Conditions

of Closing"):

- a. the execution of the Definitive Agreement;
- b. the approval of the Consolidation, the Name Change and other matters in support of the Transaction by the requisite majority of the votes cast by the shareholders of the Company;
- c. receipt of a Technical Report with respect to the "Property" prepared in accordance with NI 43-101, and acceptable to the TSXV;
- d. the receipt of all necessary regulatory, corporate and third party approvals, including the approval of the TSXV, and compliance with all applicable regulatory requirements and conditions in connection with the Transaction;
- e. the Company maintaining its listing on the TSXV;
- f. the confirmation of the representations and warranties of each party to the Definitive Agreement as set out in such agreement;
- g. the absence of any material adverse effect on the financial and operational condition or the assets of each of the parties to the Definitive Agreement;
- h. the delivery of standard completion documentation including, but not limited to, legal opinions from Canadian legal counsel, legal opinions from RedLion's Colombian legal counsel, officers' certificates and certificates of good standing or compliance; and
- i. other condition precedents customary for a transaction such as the Proposed Transaction.

The parties are working diligently to prepare a definitive agreement based on the terms of the LOI and that contains representations and warranties, closing conditions and such other terms and agreements as are customary in agreements of this nature.

ON BEHALF OF THE BOARD

Brook Bellian
President and Interim CEO

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

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Bravura 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.

Forward-Looking Statements

This news release may contain forward-looking statements that are based on the Company's current expectations and estimates. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur, and include, without limitation, statements regarding the Company's current plans. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements.

Such forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations, including that the Proposed Transaction contemplated herein is completed. Forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of Bravura and RedLion to obtain necessary shareholder approval to complete the Proposed Transaction or to satisfy the requirements of the TSXV with respect to the Proposed Transaction. The cautionary statements qualify all forward-looking statements attributable to Bravura and RedLion and persons acting on their behalves. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

The securities referred to in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States unless pursuant to an exemption therefrom. This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities of Bravura or RedLion in any jurisdiction.

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

Contact

[RedLion Resources Corp.](#)

Marc Branson
604-687-2038
marc@redlionresources.com

[Bravura Ventures Corp.](#)

Brook Bellian
778-883-7869
bbellian@yahoo.com

Dieser Artikel stammt von [Rohstoff-Welt.de](#)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/146439--Bravura-Ventures-Corp.-Announces-Proposed-Business-Combination-With-RedLion-Resources-Corp.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](#).