

TomaGold and Quinto Agree to a Definitive Agreement Regarding the Monster Lake Property

23.09.2013 | [Marketwired](#)

MONTREAL, QUEBEC--(Marketwired - Sep 23, 2013) - [TomaGold Corp. \(TSX VENTURE:LOT\)](#) ("TomaGold" or the "Corporation") and [Quinto Real Capital Corporation \(TSX VENTURE:QIT\)](#) ("Quinto") have agreed to a definitive agreement (the "Agreement") to amend their option agreement dated November 26, 2012 (the "Option Agreement") for the Monster Lake property, located near Quebec's Chibougamau mining camp (the "Property").

Pursuant to the Agreement, TomaGold transfers and sells to Quinto an undivided interest of 10% in the Property in exchange for the retrocession by Quinto of all its rights in the Option Agreement and its renunciation to all its rights and privileges provided in the Option Agreement. Accordingly, subject to adjustments provided in the Agreement, TomaGold will henceforth hold an undivided interest of 90% in the Property and will be the sole operator of the project.

TomaGold will have the right to grant an option on the Property, transfer all or part of its interest or agree to a joint venture with a third party without the consent of Quinto. In such a case, Quinto and TomaGold will have to transfer to the third party, at the same purchase price and other terms and conditions, *mutatis mutandis*, as those agreed upon between the third party and TomaGold, part of their interest, prorated between them based on their respective interests before the acceptance of the bona fide offer of the third party purchaser, in order to give effect to the offer. Also, if Quinto wishes to transfer its interest, TomaGold will have a right of first refusal which will allow it to acquire this interest.

Moreover, TomaGold undertakes to take charge of the Debentures (as defined hereinafter) and to indemnify Quinto from the closing of the transaction and to execute the following obligations:

TomaGold consents to issue New Debentures (as defined hereinafter) and to take charge of the monetary payment obligations of the principal amount and interests due from time to time to the holders of debentures of Quinto for an initial aggregate principal amount of \$500,000, the placement of which occurred on February 28, 2013 (collectively, the "Debentures" or individually the "Debenture").

The New Debentures mean new debentures issued by TomaGold with a maturity date of February 27, 2015, bearing an interest rate of 9.75% per annum, payable quarterly, and the principal amount of \$500,000, which may be converted in whole or in part in common shares of the capital stock of TomaGold ("Common Shares") at a price of \$0.11 per Common Share if the following occurs: an event of default, a notice of redemption by TomaGold or in the event the Common Shares trade for ten consecutive days at an average daily trading price of \$0.22 for the first twelve (12) month period following February 28, 2013 and \$0.33 for the second twelve (12) month period following February 28, 2013. The New Debenture and the Common Shares that may be issued will be subject to a mandatory holding period of four (4) months and one (1) day.

David Grondin, President and CEO of TomaGold, stated that: "This new agreement is very positive for both parties because it will enable us to optimize the development of the Monster Lake project. TomaGold becomes the sole operator of the project and continues to consolidate its dominant position around Monster Lake, while Quinto retains a 10% interest in a high-value project with growing potential."

This transaction is subject to the approval of the TSX Venture Exchange and other regulatory authorities.

Private Placement of TomaGold

The Company also announces that it is negotiating a non-brokered private placement for a minimum of \$300,000 and a maximum of \$1,000,000. The private placement consists of units of the Company at \$0.10 per unit. Each unit consists of one common share of the Company and half a warrant. Each whole warrant entitles its holder to purchase one common share of the Company at \$0.12 within a 24-month period. The securities issued under the private placement are subject to a resale restriction period of four months and one day.

This private placement is subject to the approval of the TSX Venture Exchange.

About TomaGold Corporation

[TomaGold Corp.](#) is a Canadian-based mining exploration company whose primary mission is the acquisition, exploration and development of gold projects in Canada and abroad.

About Quinto Real Capital Corporation

Quinto Real Capital Corporation is a Canadian-based mining exploration company focused on the exploration, evaluation and development of gold mining properties with a view to commercial production.

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 news release.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/157118--TomaGold-and-Quinto-Agree-to-a-Definitive-Agreement-Regarding-the-Monster-Lake-Property.html>

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