

# Gimus Resources Inc. Receives TSX-V Conditional Approval for RTO

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MONTRÉAL, Dec. 6, 2013 - [Gimus Resources Inc.](#) ("Gimus" or the "Corporation") (TSX VENTURE:GIR) is pleased to announce that, further to its news releases dated September 16, 2013, the TSX Venture Exchange (TSX-V) has granted conditional acceptance of the Corporation's proposed acquisition of [Fancamp Exploration Ltd.'s](#) ("Fancamp") Lac Lamêlée South Iron Property (the "Property") in the Fermont Mining District of northeastern Quebec and Concurrent Financing, which will constitute a reverse takeover pursuant to TSX Venture Exchange's ("TSX-V") policies (the "Proposed Transaction").

Guy Girard, President and CEO, stated: "The conditional approval by the exchange of this transaction is an important milestone in the Corporation's drive to emerge as a "pure iron" exploration and development company with an asset of high potential."

Gimus shareholder approval for the Proposed Transaction will be sought by the Corporation at an Annual and Special Shareholders' Meeting (the "Meeting"). In connection with the foregoing Gimus shareholder approval, the Corporation announces that the notice of Meeting and management information circular (together, the "Circular"), dated November 19, 2013, with respect to the Proposed Transaction, proposed name change to "Lamêlée Iron Ore Ltd. / Lamêlée Minerais de Fer Itée." and annual meeting matters, has been mailed to Gimus shareholders of record as of November 8, 2013. The Circular contains a detailed description of the Proposed Transaction. The Circular has also been filed on SEDAR (<http://www.sedar.com>).

The Meeting will be held at the offices of Langlois Kronström Desjardins LLP, 28th Floor, 1002 Sherbrooke W., Montréal, QC, on Friday, the 20th day of December, 2013 at 11:00 a.m. (Montreal time). All Gimus shareholders are encouraged to vote in person or by proxy at the Meeting.

The Board of Directors of Gimus (the "Board") has unanimously determined that the Proposed Transaction is in the best interests of the Corporation and its shareholders. The Board has unanimously recommended that shareholders vote in favour of approving the Proposed Transaction.

Upon completion of the Proposed Transaction, Gimus anticipates that it will be continue to be classified as Tier 2 Mineral Exploration Issuer under the TSX-V's policies and will continue to be engaged in the business of mineral exploration.

Trading of Gimus common shares ("Gimus Shares") on the TSX-V is expected to resume on December 10, 2013.

Closing of the Proposed Transaction is anticipated to occur on or about December 20, 2013 (the "Closing Date").

## PROPOSED TRANSACTION HIGHLIGHTS

Under the Proposed Transaction, Gimus will acquire the Property (the "Acquisition") and complete a concurrent financing for minimum gross proceeds of \$500,000 and maximum of \$1,250,000 (the "Concurrent Financing"), through the issuance of units at a price of \$0.10 per unit. Fancamp will transfer its 100% interest in the Property, which is subject to a 1.5% NSR in favour of the Sheridan Platinum Group Ltd. (the "Sheridan NSR Royalty"), in consideration for the issuance by Gimus of 43,000,000 Gimus Shares to Fancamp at a deemed price of \$0.10 per share and the grant of an additional 1.5% NSR in favor of Fancamp. Champion Iron Ore Limited ("Champion") accepted to waive the exercise of its right of first refusal with respect to the transfer of the Property in consideration for the issuance by Gimus of 2,000,000 Gimus Shares to Champion at a deemed price of \$0.10 per share and the issuance by Fancamp of 4,000,000 common shares at a deemed price of \$0.05 per share. Upon completion of the proposed transaction, Champion's right of first refusal will be extinguished.

As additional consideration for the Acquisition, Gimus will be assigned and transferred by Fancamp all of its rights, interests, duties and obligations under the Sheridan NSR Royalty at the Closing Date. However, Fancamp will pay, to the exoneration of Gimus, the yearly advance royalty payments for an aggregate

amount of \$500,000 on their due date in accordance with the terms and conditions of the Sheridan NSR Royalty.

The Units offered under the Concurrent Financing will each be consisting of one (1) Gimus common share and one-half of one (1/2) Gimus common share purchase warrant, each full warrant entitling the holder to acquire one (1) additional common share of the resulting issuer at a price of \$0.15 for a period of 24 months from the Closing Date. In accordance with the terms of the Acquisition, Champion will subscribe to \$200,000 of the Concurrent Financing.

Although the Concurrent Financing will be non-brokered, Gimus may have to pay cash finder's fees in accordance with the TSX-V Corporate Finance Manual. If market conditions are favorable, Gimus may also proceed with an additional flow-through financing, which will be closed after the closing of the Proposed Transaction, however no terms have been determined at this time and there is no assurance that such an additional offering will be undertaken.

If the Proposed Transaction is completed and assuming completion of the maximum Concurrent Financing, a total of 73,679,000 Gimus Shares will be issued and outstanding of which 58.4% will be held by Fancamp (43,000,000 Gimus Shares), 22.0% will be held by the current Gimus shareholders (16,179,000 Gimus Shares), 5.4% by Champion (4,000,000 Gimus Shares, including their participation in the Concurrent Financing) and 14.4% by subscribers to the Offering (10,500,000 Gimus Shares).

In addition, some 46,160,125 Gimus Shares and 375,000 Gimus Share purchase warrants, (of which 720,000 Gimus Shares represent the balance of the Gimus Shares escrowed at the listing of Gimus on the TSX-V), will be subject to escrow pursuant to TSX-V Policy 5.4, and 2,000,000 Gimus Shares, pursuant to the TSX-V Seed Share Resale Restrictions, will be considered "Value Escrow Shares".

Gimus is relying on a sponsorship exemption contained in the TSX-V's policies.

### **The Lac Lam  lee South Iron Property**

The Property consists of 29 mineral claims covering approximately 15 km<sup>2</sup> located in northeastern Quebec near the border with Newfoundland and Labrador, approximately 50 kilometres south of the city of Fermont, in the Province of Qu  bec, which Fancamp is the beneficial and duly registered owner of 100% of the rights, title and interests, subject to Sheridan NSR Royalty. The Property is situated in the southern segment of the Labrador Trough which consists of early Proterozoic sedimentary and volcanic rocks highlighted by iron formations that have been mined since 1954. This segment of the Labrador Trough sits in the Gagnon Terrain of the Grenville Geological Province. All the economic iron concentrations in the Labrador Trough are located in the same litho-stratigraphical package termed the Sokoman Formation also known in Fermont as the Wabush Formation. The higher metamorphic grade common throughout the Gagnon Terrain is responsible for recrystallizing the iron oxides into coarse-grained magnetite and specular hematite thus improving the quality of the iron ore for processing.

The Property is described in detail in a technical report dated October 1, 2013, entitled "NI 43-101 Technical Report - The Lac Lam  lee South Property, Labrador Through, Northeastern Qu  bec, Canada, Disclosure of Mineral Resources on behalf of Gimus Resources Inc." authored by Pierre-Jean Lafleur, P. Eng., and Ali Ben Ayad, P. Geo., which has been completed in accordance with NI 43-101 standards and regulations, and is available on SEDAR (<http://www.sedar.com>).

The following table sets out selected financial data of Fancamp's Property derived from the schedule of carve-out assets of Fancamp's Property for the periods ended July 31, 2013 (unaudited) and April 30, 2013, 2012 and 2011 (audited). This summary of financial data should be read together with the schedule of carve-out assets of the Property and notes thereto set forth in Schedule "D" of the Circular.

As at July 31, 2013 and for the three month period then ended (unaudited)

(\$ As at April 30, 2013 and for the year then ended (audited)

(\$ As at April 30, 2012 and for the year then ended (audited)

(\$ As at April 30, 2011 and for the year then ended (audited)

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Acquisition Costs 1,059,976 1,059,976 1,059,976 1,059,976

Exploration

Expenditures 4,332,228 4,279,594 1,118,446 42,001

Total Assets 5,392,204 5,339,570 2,245,422 1,101,977

## Interest of Insiders, Promoters or Control Persons

The following table contains the list of all of the insiders and non-arm's length parties pursuant to the Proposed Transaction. No insider, promoter or control person of Gimus or their associates and affiliates (before giving effect to the Proposed Transaction) have any interest in the Proposed Transaction other than that which arises from their holding of Gimus common shares, as appears in the following table:

Name of Interested Party Position with Gimus Position with the Resulting Issuer as of December 20, 2013  
Number and Percentage of Gimus Shares

Mr. Jean Lafleur Director, VP Exploration President and CEO, Chairman 1,150,887  
(1.74%)(1)

(1.56%)(2)

Mr. Guy Girard Director, President & CEO CFO and Secretary 1,239,238

(1.87%)(1)

(1.68%)(2)

Mr. Marc Labrecque Director, CFO - 220,933

(0.33%)(1)

(0.30%)(2)

Mr. Pierre Barnard Chairman, Secretary and Director - 720,000

(1.09%)(1)

(0.98%)(2)

Mr. Roger Rosmus Director - 400,000

(0.60%)(1)

(0.54%)(2)

Mr. Pierre Lortie - Director 250,000

(0.38%)(1)

(0.34%)(2)

Mr. Jean Depatie - Director 250,000

(0.38%)(1)

(0.34%)(2)

Mr. Paul Ankorn - Director Nil

### Notes:

(1) Assuming completion of minimum Concurrent Financing.

(2) Assuming completion of maximum Concurrent Financing.

## THE RESULTING ISSUER

Following the Proposed Transaction, the Board of Directors of the resulting issuer will comprise the following individuals: Jean Lafleur (Chairman), Guy Girard, Pierre Lortie, Jean Depatie, and Paul Ankorn. The officers of the resulting issuer will consist of Jean Lafleur (President & Chief Executive Officer) and Guy Girard (Chief Financial Officer and Secretary). Gimus' name will also be changed for Lamêlée Iron Ore Ltd / Lamêlée Minerais de Fer Itée.

The resulting issuer expects to grant 4,500,000 options to Directors, Officers and consultants following closing of the Proposed Transaction.

At the Closing Time and assuming completion of the maximum Offering, it is anticipated that only Fancamp will exercise control or direction over more than 10% of the then issued and outstanding shares of the resulting issuer.

Brief biographies for the proposed Directors and Officers of the resulting issuer are set out below:

### Jean Lafleur, President, CEO and Chairman

Mr. Lafleur is currently a mineral exploration and management consultant and he is the President & CEO as well as a member of the Board of Directors of Fancamp Exploration Ltd. He is also a Director [Pangolin Diamonds Corp.](#), and the privately-owned Guinea Iron Ore Limited; and he is VP Exploration of Aurvista Gold Corp. Mr. Lafleur received his B.Sc. and M.Sc. degrees in Geology from the University of Ottawa. He has more than 30 years of experience in various capacities within the mineral exploration field, both in Canada and internationally, with a wide range of industry-leading companies, and was instrumental in the discovery of new ore reserves on gold projects in Val-d'Or and Malartic mining camps, and in acquiring, exploring and developing Champion's multi-billion tonnes Fermont Iron Property. He has led exploration teams in the search for precious and base metals, iron, nickel, titanium, lithium, vanadium and uranium.

### **Guy Girard, CFO and Director**

Mr. Girard holds a finance degree (obtained in 1985) and a master's degree in finance from Laval University (obtained in 1992). Mr. Girard is currently Founder and President of Explo-Logik Inc. a consulting and logistics firm in the mining industry which also does equipment rental. From 1985 to 1998, Mr. Girard worked as a representative, Director and Vice-President for various Canadian securities firms. In 1998, Mr. Girard co-founded Avensys Corporation Inc. and was its Vice-President of Finance until August 2003. During this period, while being responsible for the financial operations of Avensys Corporation Inc. and of its five subsidiaries, Mr. Girard realized many acquisitions and financing transactions and organized the sale of the company to a U.S. based entity. From 2003 to 2004, Mr. Girard was President of Cogivar Corporation and Vice-President of Pamérica Corporation, two capital pool companies which have completed their qualifying transactions in order to qualify on the TSX-V. From 2005 to 2009, Mr Girard founded Sugarhill Capital Inc., a consulting firm specializing in M&A, where he was president & CEO. He is also a Director of [Jourdan Resources Inc.](#) since June 2006 and was CFO of this company from 2006 to 2011, he was director and a member of the audit committee of Wanted Technologies Corporation from September 2005 to November 2013, a director and officer of [Uragold Bay Resources Inc.](#) from June 2007 to July 2009, director of Kree Tech International Corporation from April 2004 to March 2008 and director of [Glen Eagle Resources Inc.](#) from March 2006 to November 2006, all corporations listed on the TSX-V.

### **Pierre Lortie, Director**

Mr. Lortie is Senior Business Advisor at the law firm Dentons Canada S.E.N.C.R.L. He is currently a Director of Element Financial Corporation, Tembec Inc. and Canam Group Inc., listed on the TSX. Mr. Lortie was a Director of Consolidated Thompson Iron Mines Ltd., listed on the TSX, and Arianne Resources Inc., which trades on the TSX-V. Mr. Lortie served as President of the Transition Committee of the Agglomeration of Montreal from its inception in June 2004 to the end of its mandate in December 2005. At Bombardier Inc., Mr. Lortie served as President and Chief Operating Officer of their Transportation, Capital, International and Regional Aircraft groups until December 2003. He has also served as Chairman of Canada's Royal Commission on Electoral Reform and Party Financing. He has been Chairman of the Board, President and CEO of provigo Inc., President and CEO of the Montreal Stock Exchange and a senior partner of Secor Inc. Mr. Lortie received a master of business administration degree with honours from the University of Chicago, a license in applied economics from the Université catholique de Louvain, Belgium, and a bachelor's degree in applied sciences (engineering physics) from Université Laval, Canada. He received his certification from the Institute of Corporate Directors (ICD.D). Mr. Lortie was awarded the Order of Canada in 2001.

### **Jean Depatie, Director**

Mr. Depatie has over 45 years of national and international experience in economic geology, having acted, directly or indirectly, as consultant for organizations such as the United Nations, the World Bank, the Asian Development Bank, the Commonwealth Agency and the Québec Ministry of Natural Resources. In addition to being a past Director of [Glamis Gold Ltd.](#) (now [Goldcorp Inc.](#)) and [Novicourt Inc.](#) (now [Xstrata plc](#)), Mr. Depatie was instrumental in the development of Consolidated Thompson through his six-year tenure as a director. Mr. Depatie has also served as officer and/or director to a number of other companies listed on US and Canadian stock exchanges. Mr. Depatie is a former President of the Québec Professional Association of Geologists and Geophysicists (1980-81). Mr. Depatie is an economic geologist with a BA in math and physics, and holds both bachelor and master degrees in geology. He received an award of excellence in 1990 from the Québec Department of Energy and Resources.

### **Paul Ankcorn, Director**

Mr. Ankcorn is an Executive Officer in the mining business. He was the President and Director of the Cartier Iron Corporation from 2012 to 2013, the CFO of Tartisan Resources Corp. and Shield Gold Inc. since 2008, and President of Remington Resources Inc. from 2005 to 2010. He is a Director of ACME Resources Corp., [Shield Gold Inc.](#); [Champion Iron Mines Limited](#), Tartisan Resources Corp., and [Fancamp Exploration Ltd.](#)

## **CONDITIONS TO PROPOSED TRANSACTION**

The Proposed Transaction constitutes a reverse takeover and is not a related party transaction within the meaning of the TSX-V Corporate Finance Manual.

However, Mr. Jean Lafleur, President and Chief Executive Officer and Director of Fancamp, is also a Director

of Gimus, and Guy Girard, current President and Chief Executive Officer and Director of Gimus, is also the executive Vice President and Project Logistics Manager of Fancamp. Accordingly, the votes attached to their 2,390,125 Gimus Shares, will be excluded from Gimus Shareholder's approval of the Acquisition.

Completion of the Proposed Transaction is subject to a number of conditions, including TSX-V acceptance and court and shareholder approval. The transaction cannot close until all requisite approvals are obtained and the minimum Concurrent Financing of \$500,000 completed. 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 management information circular 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 Gimus should be considered highly speculative.

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

### **About Gimus Resources Inc.**

[Gimus](#) is a mineral exploration company the common shares of which are listed for trading on the TSX-V under the symbol "GIR". Gimus currently has 16,179,000 Gimus Shares outstanding and has reserved for issuance 750,000 additional Gimus Shares pursuant to stock options and 1,763,820 Gimus Shares pursuant to warrants and compensation options.

The technical information in the news release was prepared by Jean Lafleur, M.Sc., P.Geo., VP Exploration and a Director of Gimus, a Qualified Person under NI 43-101.

*This news release includes certain information that may constitute "forward-looking information" under applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements about planned operations. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including the risks identified in the annual information forms, management discussion and analysis and other securities regulatory filings by Gimus on SEDAR (including under the heading "Risk Factors" therein). There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. All forward-looking information contained in this press release is given as of the date hereof and is based upon the opinions and estimates of Gimus' management and information available to management as at the date hereof. Gimus disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.*

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

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