

# Mainstream Minerals to Acquire Champagne Resources

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TORONTO, Mar 13, 2014 - [Mainstream Minerals Corp.](#) (TSX VENTURE:MJO) ("Mainstream" or the "Company") and Champagne Resources Limited ("Champagne") are pleased to announce that on March 12, 2014, Mainstream, Champagne and a wholly-owned subsidiary of Mainstream ("Subco") entered into an amalgamation agreement (the "Amalgamation Agreement") whereby Mainstream will acquire all of the issued and outstanding shares of Champagne, an arm's length party (the "Transaction").

Pursuant to the Amalgamation Agreement, Mainstream, Subco and Champagne have agreed to complete the Transaction pursuant to which, among other things, Subco and Champagne will amalgamate pursuant to the provisions of the Business Corporations Act (Ontario) to form a wholly-owned subsidiary of Mainstream ("Amalco"), and each Champagne shareholder (other than a Champagne shareholder who exercises dissent rights) will be entitled to receive two (2) common share of Mainstream (each, a "Mainstream Share") for every one (1) common share of Champagne (a "Champagne Share") held by such Champagne shareholder. As a result, 53,777,454 Mainstream Shares will be issued to former Champagne shareholders, on a non-diluted basis, to acquire a 100% interest in Champagne.

Upon completion of the Transaction, each holder of the outstanding 13,802,014 common share purchase warrants (the "Champagne Warrants") of Champagne will receive two (2) replacement common share purchase warrants of Mainstream, having the same terms as the Champagne Warrants, as applicable, but shall be exercisable at a price equal to half the exercise price of the Champagne Warrant being exchanged.

In connection with the Transaction, Chris Hopkins will be appointed Chief Executive Officer and a director of Mainstream. Mr. Hopkins has over 25 years of experience in financial management, mergers & acquisitions, strategic planning, investor relations, corporate governance and financial & management reporting primarily in the mining sector. Champagne's existing geological team will also continue as part of the newly merged company.

Champagne's principal property is the Goodfish Kirana Property, located 5 km north of Kirkland Lake, Ontario, which is comprised of contiguous mining claims covering approximately 3,330 hectares. Further details including a recent technical report can be found on Champagne's website at [www.champagneresources.com](http://www.champagneresources.com).

Completion of the Transaction will be subject to certain standard conditions including, without limitation: (a) Mainstream completing a \$500,000 financing prior to closing; (b) all outstanding stock options of Champagne being terminated prior to closing; (c) receipt of all necessary consents, waivers, permits, exemptions, orders and approvals, including the approval of the TSX Venture Exchange (the "TSXV") for the issuance of the Mainstream Shares pursuant to the Transaction; and (d) receipt of shareholder approval by Champagne shareholders to the Transaction. The Transaction will not be subject to the approval of the shareholders of Mainstream.

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 release and has in no way passed upon the merits of the Transaction and has neither approved nor disapproved of the contents of this press release.

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Completion of the Transaction is subject to a number of conditions including but not limited to TSXV acceptance and if applicable pursuant to the TSXV requirements, receipt of approval by Champagne shareholders to the Transaction. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. 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 or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

### **Cautionary Statements Regarding Forward Looking Information**

*This press release contains "forward-looking information" within the meaning of Canadian securities legislation. All information contained herein that is not clearly historical in nature may constitute forward-looking information. Generally, such forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Mainstream or Champagne to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) the possibility that the Transaction would not be completed; (ii) volatile stock price; (iii) the general global markets and economic conditions; (iv) the possibility of write-downs and impairments; (v) the risk associated with exploration, development and operations of mineral deposits; (vi) the risk associated with establishing title to mineral properties and assets; (vii) the risks associated with entering into joint ventures; (viii) fluctuations in commodity prices; (ix) the risks associated with uninsurable risks arising during the course of exploration, development and production; (x) competition faced by the resulting issuer in securing experienced personnel and financing; (xi) access to adequate infrastructure to support mining, processing, development and exploration activities; (xii) the risks associated with changes in the mining regulatory regime governing the resulting issuer; (xiii) the risks associated with the various environmental regulations the resulting issuer is subject to; (xiv) risks related to regulatory and permitting delays; (xv) risks related to potential conflicts of interest; (xvi) the reliance on key personnel; (xvii) liquidity risks; (xviii) the risk of potential dilution through the issue of resulting issuer common shares; (xix) the resulting issuer does not anticipate declaring dividends in the near term; (xx) the risk of litigation; and (xxi) risk management.*

*Forward-looking information is based on assumptions management believes to be reasonable at the time such statements are made, including but not limited to, completion of the Transaction, continued exploration activities, no material adverse change in metal prices, exploration and development plans proceeding in accordance with plans and such plans achieving their stated expected outcomes, receipt of required regulatory approvals, and such other assumptions and factors as set out herein. Although Mainstream and Champagne have attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Such forward-looking information has been provided for the purpose of assisting investors in understanding Mainstream and Champagne's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is made as of the date of this press release, and Mainstream and Champagne do not undertake to update such forward-looking information except in accordance with applicable securities laws.*

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