

Rapier Gold Inc. Announces \$250,000 Private Placement

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VANCOUVER, BRITISH COLUMBIA -- (Marketwired - Jan. 23, 2015) - [Rapier Gold Inc.](#) (TSX VENTURE:RPR) (the "Company") announces a non-brokered private placement of non-flow through units on a best efforts basis at a price of \$0.05 per Non-Flow Through Unit (the "NFT Unit") for aggregate proceeds of up to \$250,000 (the "Offering").

Each NFT Unit will consist of one common share and one non-transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at an exercise price of \$0.10 for 24 months following completion of the Offering. The Company reserves the right to increase the size of the private placement or to modify the type, nature and/or price.

The financing may be closed in multiple tranches, with a final closing anticipated on approximately February 12, 2015. The Offering is subject to certain conditions, including approval of the TSX Venture Exchange. The Company may pay finders' fees in accordance with the policies of the TSX Venture Exchange. The shares will be subject to a statutory four month hold period.

The Company intends to use the net proceeds of the Offering for general working capital.

Certain directors and officers of the Company intend to acquire securities under the private placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to, or the consideration paid by such persons, will exceed 25% of the Company's market capitalization.

The Company also announces it has entered into debt settlement agreements with creditors of the Company to settle \$125,000 in debt through the issuance of 2,500,000 shares at a deemed price of \$0.05 per share, subject to regulatory approval. These shares will also be subject to a four month hold period.

The Company has granted 960,000 stock options to Directors, Officers, Employees and Consultants of the Company at an exercise price of \$0.15. These options are subject to regulatory approval and are for a five year term and, unless exercised, will expire on January 23, 2020.

Pen Gold Project Summary

- The Company's activities are exclusively focused on exploring for gold on the Pen Gold Project, comprising 16,448 hectares (approximately 160 sq km) located 75 km southwest of Timmins, Ontario.
- The Pen Gold Project is located approximately 85 km east of Probe Mines' Borden Lake Gold Project. Goldcorp recently announced a take-over bid to acquire Probe Mines.
- The Pen Gold Project sits on what is interpreted to be the western extension of the Porcupine-Destor Fault Zone (PDFZ), one of the most productive gold structures in the world. This fault zone extends east into Quebec and hosts many of the largest and most famous gold mines in Canada.
- On December 18, 2014 the Province of Ontario's Ministry of Northern Development and Mines (MNDM) published the Ontario Geological Survey's Summary of Field Work and Other Activities 2014 ("OGS Summary"), which includes a detailed report describing observations made on Rapier's Pen Gold Project:

A copy of the report is available on the Company's website:

OGS Report 2014
http://www.rapiergegold.com/i/pdf/reports/2014-12_OGS.pdf

- Observations made in the OGS Summary confirm the presence of significant occurrences of Timiskaming-style conglomerates on the Pen Gold Project which indicate the proximity of a major fault,

which is interpreted to be the western extension of the PDFZ.

- As outlined in the OGS Summary, at least 72.5 million ounces of gold have been produced from this area, and greater than 98% of this mineralization has come from north of the PDFZ, within a panel of synorogenic clastic rocks locally known as the Timiskaming Group or assemblage, mineralization straddling the unconformity at the base of this clastic package, or from mineralization hosted by deformed greenstones and porphyry intrusions below this unconformity-but all within approximately 0.1 to 3 km of the PDFZ.

- Lakeshore Gold is actively exploring the 144 Exploration Area of its Timmins West Mine, approximately 50 km east of Pen Gold Project.

- [Teck Resources](#) recently entered into an option agreement with Explor Resources on the Timmins Porcupine West Property, adjoining Lakeshore Gold's Timmins West Mine, to the east towards Timmins.

- Attached as Appendix 1 is a geological map from the OGS Summary, which overlays the land position of the Company's Pen Gold Project in relation to [Lakeshore Gold](#), [Probe Mines](#) and Explor Resources.

Current market conditions and financial constraints have resulted in the Company evaluating various options to advance the next stages of work including joint ventures and strategic alliances with senior mining companies.

ON BEHALF OF THE BOARD OF DIRECTORS

Roger Walsh
President & CEO

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This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or the benefit of, any person in the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

Cautionary Note Regarding Forward Looking Statements: Certain disclosure in this release constitutes forward-looking statements. In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company, including that the Company is able to obtain any government or other regulatory approvals required to complete the private placement and Company's planned exploration activities, that the Company is able to complete the private placement, that the Company is able to procure personnel, equipment and supplies required for its exploration activities in sufficient quantities and on a timely basis and that actual results of exploration activities are consistent with management's expectations. Although the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among others, that the private placement will not be completed, that actual results of the Company's exploration activities will be different than those expected by management and that the Company will be unable to obtain or will experience delays in obtaining any required government approvals or be unable to procure required equipment and supplies in sufficient quantities and on a timely basis. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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To view Appendix 1, click on the following link:
<http://media3.marketwire.com/docs/989042.pdf>

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