

Expedition Mining Inc. Signs Letter of Intent with BSS Life Sciences Inc.

14.07.2015 | [vom Unternehmen](#)

Vancouver, July 9, 2015 -- [Expedition Mining Inc.](#) (the "Expedition" or the "Company") (CSE: EXU) announces that it has signed a letter of intent with BSS Life Sciences Inc. ("BSS") (the "LOI") that would see EXU acquire all of the outstanding securities of BSS in an all-share transaction (the "Transaction") to be completed by way of a Share Exchange Agreement. Under the terms of the proposed Transaction, Expedition would acquire all of the shares of BSS by issuing to the BSS shareholders a total of 25,000,000 common shares in the capital of Expedition.

BSS is a private arms' length Vancouver-based company that holds the intellectual property rights to a proprietary imaging technology developed for extremely accurate visualization of cancers.

Acquisition Terms

The LOI provides that Expedition will issue 25,000,000 common shares in exchange for all of the issued and outstanding shares of BSS.

Currently, there are 3,889,113 shares issued and outstanding in Expedition. The proposed transaction would result in a reverse take-over and would be subject to regulatory and shareholder approval.

The Transaction is subject to the negotiation and execution of a definitive agreement. The definitive agreement will include covenants, representations and warranties customary for transactions such as the Transaction. Expedition expects to execute a definitive agreement in respect of the Transaction by the end of July, 2015.

Approvals Required

The Transaction will be subject to the approval of the Canadian Securities Exchange. Completion of the Transaction is further subject to the approval of two-thirds of the votes cast by the shareholders of the Company who are present and voting at a special meeting of Expedition shareholders to be called to consider the Transaction.

Private Placement Financing

Concurrent with the completion of the Transaction, the LOI contemplates that Expedition complete a private placement of a minimum of \$1,000,000. Expedition will conduct a non-brokered private placement of up to 6,666,667 Units, ("Units") at a price of \$0.15 per Unit for gross proceeds of up to \$1,000,000. Each Unit will consist of one common share of the Company and one share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.25 for the first year and at \$0.35 for the second year. The Company may choose to accelerate the expiry date of the Warrants if the Company's shares on the Canadian Securities Exchange close at a minimum of \$0.50 for a period of 20 consecutive trading days.

Finder's fees may apply. The net proceeds of the private placement will be added to working capital and will be applied towards executing BSS' business plan.

Board Changes

Upon completion of the Transaction, the LOI provides for a Board of Directors consisting of five directors, four of which will be the nominees of BSS. Details of the proposed new management will be provided in subsequent news releases, and in Expedition's information circular which will be prepared in connection with its shareholders' meeting to be called to approve the Transaction.

After completion of the share exchange and the concurrent financing, Expedition expects to have

approximately 35,555,780 shares issued and outstanding, with current shareholders of BSS holding approximately 70.31% of the issued shares and the current shareholders of Expedition holding approximately 10.94% of the issued shares. Following the share exchange, the Company will be engaged in commercializing a new imaging technology with the objective of enabling cancer patients to live longer healthier lives.

Trading in the Company's shares has been halted in compliance with the reverse takeover policies of the Canadian Securities Exchange, pending closing of the Transaction.

BSS is a medical imaging company that seeks to improve the way the way physicians detect and treat cancer. BSS has entered into a formal agreement with Lawrence Livermore National Laboratory (LLNL), a US Government Laboratory and Dr. Stavros Demos, who invested an instrument designed to provide physicians a tool to complement white light endoscopy by adding fluorescence imaging for more accurate and complete detection and treatment of various conditions including the detection and treatment of cancer. Dr. Demos worked in collaboration with UC Davis Comprehensive Cancer Center physicians and Dr. Ralph deVere White, a leading authority on bladder cancer for more than eight years developing this technology and proof of principle. BSS holds an exclusive license to this intellectual property. BSS has entered into a partnership with the LLNL and UC Davis Cancer Center to continue clinical evaluations that will support BSS's FDA submission. The cystoscopy system would be classified as a Class II medical device and require a 510(k) clearance from the FDA prior to marketing. BSS has recruited the original inventors and secured the technology rights to commercialize multiple endoscopy imaging tools.

ON BEHALF OF THE BOARD:

(signed) "William Galine"
President & Chairman of the Board

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Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Specifically, this release makes forward-looking statements regarding the terms and conditions of the proposed acquisition of BSS. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There is no assurance the proposed acquisition of BSS will occur as anticipated, or at all. Accordingly, readers should not place undue reliance on forward-looking statements. Expedition 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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