

First Mining Finance Announces Business Combination With Gold Canyon Resources Inc. and PC Gold Inc.

01.09.2015 | [Marketwired](#)

VANCOUVER, Sep 1, 2015 - [First Mining Finance Corp.](#) (TSX VENTURE:FF) ("First Mining"), [Gold Canyon Resources Inc.](#) (TSX VENTURE:GCU)(OTC PINK:GDCRF) ("Gold Canyon") and [PC Gold Inc.](#) (TSX VENTURE:PKL) ("PC Gold") are pleased to announce that the companies have entered into definitive agreements (the "Agreements") pursuant to which First Mining has agreed to acquire all of the issued and outstanding common shares of both Gold Canyon and PC Gold. Under the Agreements, shareholders of Gold Canyon will receive one common share of First Mining for each Gold Canyon share held in addition to shares in a newly formed Spin-out company ("New Gold Canyon") which will hold certain non-gold exploration assets currently held by Gold Canyon; and PC Gold shareholders will receive 0.2571 common shares of First Mining for each PC Gold share. Upon completion of the proposed transactions, the former shareholders of Gold Canyon will hold approximately 55.4% of the shares of the resulting company, former shareholders of PC Gold will hold approximately 9.6% of the shares of the resulting company and the current shareholders of First Mining will hold approximately 35.0% of the shares of the resulting company. The transactions imply a value of C\$0.35 per Gold Canyon share and C\$0.09 per PC Gold share based on the closing prices of each company's common shares on the TSX Venture Exchange ("TSXV") on August 31, 2015. Based on the 30 day volume-weighted average price ("VWAP") of each of the companies on the TSXV for the period ending August 31, 2015, the offer represents a premium of approximately 204% to Gold Canyon's VWAP and 255% to PC Gold's VWAP. The transactions will be implemented by way of separate plans of arrangement (the "Arrangements") under the *Business Corporations Act* (British Columbia) (in the case of Gold Canyon) and under the *Business Corporations Act* (Ontario)(in the case of PC Gold). The two transactions are not conditional upon each other and if one transaction does not complete for any reason it will not impact the closing of the other transaction.

BENEFITS OF TRANSACTIONS

- Creates a leading exploration company with a robust portfolio of assets located in the Americas focusing on gold with an experienced management team and a track record of building successful mining companies;
- Provides Gold Canyon and PC Gold shareholders with a highly attractive premium to current market price in addition to giving both shareholder groups shares of the combined company;
- Diversification from the risks associated with single asset companies such as Gold Canyon and PC Gold whose shareholders will gain access to the resulting company's broad portfolio of assets; and
- Enhances capital markets presence with a pro forma market capitalization in excess of C\$100 million based on current share prices which is expected to result in increased analyst coverage and trading liquidity allowing for broader access to capital markets including institutional support.

Keith Neumeyer, Chairman of First Mining, stated: "We believe that the current market climate for junior exploration companies remains very challenging and thus requires consolidation and that only companies with attractive assets and supportive shareholder bases will survive this market cycle which still may last for years. We believe this transaction provides an excellent opportunity for the shareholders of all three companies to be part of a leading exploration and development company with a dedicated, focused and experienced management team."

Akiko Levinson, President and CEO of Gold Canyon, stated: "This transaction puts our Springpole gold deposit in the position of forming the foundation for this new, consolidated gold company and we are pleased this transaction reflects this value. Our shareholders receive significant exposure to this new mining company which is run by a proven mining team with a track record of building high valued mining companies."

Peter Hooper, President and CEO of PC Gold, stated: "We have been exploring a number of strategic options for PC Gold and the Pickle Crow project for some time given ongoing market conditions. We believe this transaction will be beneficial to PC Gold shareholders by enabling them to obtain a premium to current

market price while continuing on with their interest in the Pickle Crow project but in a larger, more diversified company with sound management and other promising projects that will be better positioned for these challenging conditions."

SUMMARY OF GOLD CANYON TRANSACTION

Under the terms of the definitive arrangement agreement (the "Gold Canyon Agreement") between First Mining and Gold Canyon, on closing each Gold Canyon shareholder will receive one common share of First Mining for each Gold Canyon common share held under a court-approved plan of arrangement (the "Gold Canyon Transaction"). First Mining will issue a total of approximately 160,629,993 common shares (assuming no exercise of existing warrants or options) to the former Gold Canyon shareholders, valuing Gold Canyon's equity at approximately C\$56.2 million. Following the completion of the transaction, the current shareholders of Gold Canyon will hold approximately 55.4% of the issued and outstanding shares of First Mining (assuming that the PC Gold transaction is also completed). The Gold Canyon Transaction will require the approval of at least 66 2/3% of the votes cast by the shareholders and warrant holders of Gold Canyon, voting together as a single class at a special meeting of securityholders expected to take place in early November 2015.

The Gold Canyon Transaction will also provide for the issuance by First Mining of an aggregate of approximately 11,880,454 replacement warrants to holders of unexercised Gold Canyon warrants and approximately 6,032,500 replacement stock options to holders of unexercised Gold Canyon options (the "Replacement Options") (assuming no exercise of existing warrants or options). All other terms and conditions of the Replacement Warrants and Replacement Options will be the same as the warrant or option for which they were exchanged. Replacement Options will be governed by the terms of First Mining's stock option plan, except that the terms and conditions of the First Mining stock option plan relating to accelerated expiry of options on account of early termination after ceasing to hold office or ceasing to be an employee or consultant will not apply to the Replacement Options and such Replacement Options will instead expire on the earlier of the expiry date of the Gold Canyon options for which they were exchanged and the date 12 months after closing.

As part of the Arrangement, Gold Canyon will transfer its early stage non-gold exploration properties together with C\$500,000 in cash and certain other assets currently owned by Gold Canyon to New Gold Canyon. Akiko Levinson, President and CEO will continue in the same roles at New Gold Canyon along with some members of Gold Canyon's board and management team. Under the Arrangement, each Gold Canyon shareholder will also receive 0.03333 common shares of New Gold Canyon for each Gold Canyon common share held and the holders of Gold Canyon warrants will receive, for each outstanding warrant of Gold Canyon, one warrant of New Gold Canyon entitling the holder to purchase 0.03333 common shares of New Gold Canyon, with the exercise prices of the newly issued warrants being equal to an adjusted exercise price based on the New Gold Canyon exchange ratio.

The Gold Canyon Arrangement is subject to applicable securityholder, court and stock exchange approvals and the satisfaction of certain other closing conditions customary in transactions of this nature.

The Gold Canyon Agreement includes customary provisions, including reciprocal covenants relating to non-solicitation of alternative transactions (including, in the case of First Mining, a right to match superior proposals for Gold Canyon) and fiduciary-out provisions. In addition, Gold Canyon and First Mining have each agreed to pay a termination fee to the other of C\$3,935,435 upon the occurrence of certain events.

The Board of Directors of Gold Canyon has unanimously approved the Gold Canyon Transaction and will provide a written recommendation that Gold Canyon securityholders vote in favour of the Gold Canyon Transaction which will be included in the information circular to be mailed to shareholders and warrant holders in connection with the Gold Canyon Transaction. Each of the directors and senior officers of Gold Canyon, who hold in the aggregate approximately 4.0% of the issued and outstanding Gold Canyon shares (assuming no exercise of existing Gold Canyon warrants or stock options) have entered into a voting agreement with First Mining and have agreed to vote in favour of the Gold Canyon Transaction at the special meeting of Gold Canyon shareholders and warrant holders to be held to consider the Gold Canyon Transaction.

Full details of the Gold Canyon Transaction will be included in a Management Information Circular to be mailed to Gold Canyon shareholders in accordance with applicable securities laws. Gold Canyon expects to mail the Information Circular in October 2015.

SUMMARY OF PC GOLD TRANSACTION

Under the terms of the definitive arrangement agreement (the "PC Gold Agreement") between First Mining

and PC Gold, on closing each PC Gold shareholder will receive 0.2571 common shares of First Mining for each PC Gold common share held under a court-approved plan of arrangement (the "PC Gold Transaction"). First Mining will issue a total of approximately 27,804,508 common shares (assuming no exercise of existing warrants or options) to the former PC Gold shareholders, valuing PC Gold's equity at approximately C\$9.7 million. Following the completion of the transaction, the current shareholders of PC Gold will hold approximately 9.6% of the issued and outstanding shares of First Mining (assuming that the Gold Canyon transaction is also completed). The PC Gold Transaction will require the approval of at least 66 2/3% of the votes cast by the shareholders of PC Gold voting on such resolution at a special meeting expected to take place in early November 2015.

The PC Gold Transaction will also provide for the issuance by First Mining of an aggregate of approximately 5,729,730 replacement warrants (the "Replacement Warrants") to holders of unexercised PC Gold warrants and approximately 1,786,845 replacement stock options to holders of unexercised PC Gold options (the "Replacement Options") (assuming no exercise of existing warrants or options). All other terms and conditions of the Replacement Warrants and Replacement Options will be the same as the warrant or option for which they were exchanged. Replacement Options will be governed by the terms of First Mining's stock option plan, except that the terms and conditions of the First Mining stock option plan relating to accelerated expiry of options on account of early termination after ceasing to hold office or ceasing to be an employee or consultant will not apply to the Replacement Options and such Replacement Options will instead expire on the earlier of the expiry date of the PC Gold options for which they were exchanged and the date 12 months after closing.

The PC Gold Arrangement is subject to applicable shareholder, court and stock exchange approvals and the satisfaction of certain other closing conditions customary in transactions of this nature.

The PC Gold Agreement includes customary provisions, including non-solicitation of alternative transactions, right to match superior proposals and fiduciary-out provisions. In addition, PC Gold has agreed to pay a termination fee to First Mining of C\$500,000 upon the occurrence of certain events.

The Board of Directors of PC Gold has unanimously approved the PC Gold Transaction and will provide a written recommendation that PC Gold shareholders vote in favour of the PC Gold Transaction which will be included in the information circular to be mailed to shareholders in connection with the PC Gold Transaction. Each of the directors and senior officers of PC Gold, who hold in the aggregate approximately 2.6% of the issued and outstanding PC Gold shares (assuming no exercise of existing PC Gold warrants or stock options) have entered into a voting agreement with First Mining and have agreed to vote in favour of the PC Gold Transaction at the special meeting of PC Gold shareholders to be held to consider the PC Gold Transaction.

Full details of the PC Gold Transaction will be included in a Management Information Circular to be mailed to PC Gold shareholders in accordance with applicable securities laws. PC Gold expects to mail the Information Circular in October 2015.

ADVISORS AND COUNSEL

Haywood Securities Inc. ("Haywood") acted as exclusive financial advisor and McCullough O'Connor Irwin LLP acted as legal counsel to First Mining. Haywood has provided an opinion to the First Mining Board of Directors that, based upon and subject to the assumptions, limitations and qualifications in the opinion, the consideration being offered by First Mining to Gold Canyon and PC Gold pursuant to the transactions are fair, from a financial point of view, to First Mining.

Maxit Capital LP ("Maxit") acted as exclusive financial advisor and Getz Prince Wells LLP acted as legal advisor to Gold Canyon. Maxit has provided an opinion to the Board of Directors of Gold Canyon that, based upon and subject to the assumptions, limitations, and qualifications set out therein, the consideration to be received by Gold Canyon shareholders is fair, from a financial point of view, to the shareholders of Gold Canyon.

IBK Capital Corp. ("IBK") acted as exclusive financial advisor and DLA Piper (Canada) LLP acted as legal advisor to PC Gold. IBK has provided an opinion to the Board of Directors of PC Gold that, based upon and subject to the assumptions, limitations, and qualifications in the opinion, the consideration to be received is fair, from a financial point of view, to the shareholders of PC Gold.

ABOUT FIRST MINING FINANCE CORP.

First Mining is a mineral property holding company whose principal business activity is to acquire high-quality

mineral assets with a focus in the Americas. The Company currently holds a portfolio of 19 mineral assets in Canada, Mexico and the United States with a focus on gold. Ultimately, the goal is to continue to increase its portfolio of mineral assets through acquisitions which are expected to be comprised of gold, silver, copper, lead, zinc and nickel.

ABOUT GOLD CANYON RESOURCES INC.

Gold Canyon is a precious metals company which holds 100% ownership of the Springpole Gold Project located in the Red Lake Mining District of Ontario, Canada.

ABOUT PC GOLD INC.

PC Gold is a gold exploration company focused on its 100% owned former producing Pickle Crow gold mine located in Northwestern Ontario. Located on-site is a 225 tpd flotation processing mill.

ON BEHALF OF THE BOARD OF FIRST MINING FINANCE CORP.
Keith Neumeyer, Chairman

ON BEHALF OF THE BOARD OF GOLD CANYON RESOURCES INC.
Akiko Levinson, President & CEO

ON BEHALF OF THE BOARD OF PC GOLD INC.
Peter Hooper, President & CEO

Cautionary Note Regarding Forward-Looking Statements

This press release includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian and United States securities legislation including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein, without limitation, statements relating to the future operating or financial performance of the Company, are forward-looking statements. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this press release relate to, among other things: anticipated benefits of the Arrangement to First Mining, Gold Canyon and PC Gold and their respective shareholders; the pro rata shareholdings of the current shareholders of First Mining, Gold Canyon and PC Gold in the resulting issuer; market capitalization of the resulting issuer; the timing and receipt of required securityholder, court, stock exchange and regulatory approvals for the Arrangements; the ability of First Mining, Gold Canyon and PC Gold to satisfy the other conditions to, and to complete, the Arrangements; the anticipated timing of the mailing of the information circulars regarding the Arrangements; the closing of the Arrangements; analyst coverage, liquidity, access to capital markets and institutional shareholdings of First Mining shares; length of the current market cycle and the requirements for an issuer to survive the current market cycle; future growth potential for First Mining, Gold Canyon and PC Gold and their respective businesses; and future mine development plans.

Actual future results may differ materially. 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. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the respective parties, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: satisfaction or waiver of all applicable conditions to closing of the Arrangements including, without limitation, receipt of all necessary securityholder, court, stock exchange and regulatory approvals or consents and lack of material changes with respect to the parties and their respective businesses, all as more particularly set forth in the Arrangement Agreements; the synergies expected from the Arrangements not being realized; business integration risks; fluctuations in general macro-economic conditions; fluctuations in securities markets and

the market price of First Mining's shares; fluctuations in the spot and forward price of gold, silver, base metals or certain other commodities; fluctuations in the currency markets (such as the Canadian dollar versus the U.S. dollar); changes in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins and flooding); inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities and indigenous populations; availability and increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses, permits and approvals from government authorities; title to properties. In addition, the failure of a party to comply with the terms of the applicable Arrangement Agreement may result in that party being required to pay a non-completion or other fee to the other party, the result of which could have a material adverse effect on the paying party's financial position and results of operations and its ability to fund growth prospects and current operations. The pro rata shareholdings of the current shareholders of First Mining, Gold Canyon and PC Gold in the resulting issuer may change as a result of one or the other of the Arrangements not completing.

Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times. Except as required by law, the Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

Neither 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 release.

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<https://www.rohstoff-welt.de/news/210122--First-Mining-Finance-Announces-Business-Combination-With-Gold-Canyon-Resources-Inc.-and-PC-Gold-Inc.html>

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