

Probe Metals Inc. Completes Acquisition of Adventure Gold Inc.; Closes Private Placement With Goldcorp

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[Probe Metals Inc.](#) ("Probe") (TSX VENTURE:PRB) and [Adventure Gold Inc.](#) ("Adventure") (TSX VENTURE:AGE) are pleased to announce the completion of the previously announced plan of arrangement (the "Arrangement"), pursuant to which Probe Metals has acquired all of the outstanding common shares of Adventure Gold to create a well-funded Quebec and Ontario focused gold explorer and developer.

Jamie Sokalsky, Chairman of the Board of Directors, said, "We would like to welcome both shareholders and employees of Adventure Gold to Probe Metals. With the combination of a strategic land position and strong balance sheet, the Company is well positioned to continue adding value for shareholders. This acquisition is consistent with our strategy to acquire, explore and develop highly prospective gold properties and we are excited about the significant potential for additional discoveries."

Pursuant to the Arrangement, all of the issued and outstanding common shares of Adventure Gold were acquired by Probe Metals for consideration of 0.39 of a common share of Probe for each common share of Adventure. In connection with the completion of the Arrangement, Probe has issued an aggregate of 31,585,765 common shares to the former shareholders of Adventure Gold.

In order to receive Probe Metals shares in exchange for Adventure Gold shares, Adventure Gold's registered shareholders must complete, sign, date and return the Letter of Transmittal that was mailed to each registered shareholder. The Letter of Transmittal is also available under Adventure Gold's issuer profile on SEDAR at www.sedar.com.

In connection with the Arrangement, Marco Gagnon, former President and CEO of Adventure Gold, has been appointed to Probe's management as Executive Vice President and as a director of Probe, effective immediately. Mr. Gagnon is a senior mining exploration professional with 25 years of experience. He graduated in geology from Université du Québec à Chicoutimi.

Private Placement Transaction

In addition, Probe is pleased to announce that it has completed its private placement financing (the "Offering") which raised gross proceeds of \$2,904,000. The Offering consisted of the sale of 4,440,000 common shares (each, a "Share") at a price of \$0.66 per Share.

[Goldcorp Inc.](#) ("Goldcorp") purchased all 4,400,000 Shares, and now beneficially owns and controls 10,577,846 common shares of Probe which represents approximately 15% of Probe's issued and outstanding common shares. Probe also granted Goldcorp the right to maintain its pro rata ownership percentage during future financings and the right (but not the obligation) to participate in any future equity financings to the extent required to allow Goldcorp to increase its equity ownership interest in Probe to a maximum of 19.9% of the issued and outstanding common shares. Such rights shall extinguish if Goldcorp ceases to beneficially own at least 7.5% of the issued and outstanding common shares of Probe (on an undiluted basis).

Participation by Goldcorp in the Offering was considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). Probe was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with Goldcorp's participation in the Offering in reliance of sections 5.5(b) and 5.7(a) of MI 61-101.

The Shares issued pursuant to the Offering are subject to a statutory four month and one day hold period. Probe intends to use the net proceeds of the Offering for mineral exploration and working capital purposes.

As a result of the Arrangement and the Offering, Probe has 71,249,970 common shares issued and outstanding.

About the Company:

[Probe Metals Inc.](#) is a leading Canadian gold exploration company focused on the acquisition, exploration and development of highly prospective gold properties. The Company is well-funded and controls a strategic land package of over 1,000-square-kilometres of exploration ground within some of the most prolific gold belts in Ontario and Quebec: Val d'Or, West Timmins, Casa-Berardi and Detour Quebec. The Company is committed to discovering and developing high-quality gold projects, including its key asset the Val-d'Or East Gold Project. The Company was formed as a result of the sale of [Probe Mines Ltd.](#) to Goldcorp on March 13, 2015. Goldcorp currently owns a 15% stake in the Company.

Please visit the Probe Metals website at www.probemetals.com.

On behalf of Probe Metals Inc.

Dr. David Palmer,
President & Chief Executive Officer

Forward-Looking Statements

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. This Probe and Adventure joint News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe Probe and Adventure's future plans, objectives or goals, including words to the effect that Probe and Adventure or their management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Probe and Adventure, Probe and Adventure provide no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information.

Forward looking information in this news release includes, but is not limited to, Probe and the combined company's objectives, goals or future plans, statements, details of the business combination with Adventure, the combined company's portfolio, treasury, management team and enhanced capital markets profile. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Probe and Adventure's public documents filed on SEDAR. Although Probe and Adventure believe that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Probe and Adventure disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

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