

# Corazon Gold and NanoSphere Sign Binding Merger Agreement

05.06.2017 | [GlobeNewswire](#)

VANCOUVER, June 05, 2017 - [Corazon Gold Corp.](#) (TSX-V:CGW) ("Corazon" or the "Company") is pleased to announce that it has completed its due diligence on NanoSphere Health Sciences LLC ("NanoSphere") and has signed a binding Merger Agreement dated May 18th, 2017, to acquire 100% of the issued shares of NanoSphere through the merger of NanoSphere and a wholly-owned subsidiary of Corazon (see also Corazon's press release dated January 5<sup>th</sup> 2017, available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) or the Company's website at [www.corazonau.com](http://www.corazonau.com)).

Pursuant to the acquisition, Corazon will issue 40,000,000 common shares upon closing and an additional 19,000,000 shares upon initial commercialization of NanoSphere's products. All common shares issued to the NanoSphere shareholders will be subject to a 3-year pooling. Corazon also intends to complete a financing of \$7,000,000 CAD, for which the terms will be announced in short order.

Corazon also commissioned an independent comprehensive valuation report on the fair market value of NanoSphere, which was largely based on the existing cannabis division and did not take into account the prospects of NanoSphere's technology in three other potential future product lines: NSAID's (non-steroidal anti-inflammatory drugs), nutraceuticals and animal health products. Based on the weighting of three methodologies, the valuation report concluded a fair market value for NanoSphere (basically, the cannabis division alone, at an early commercialization stage) of up to \$24 million CAD, and that the valuation is reasonable given that NanoSphere has developed a proprietary technology/product in a market that is currently highly commoditized.

Corazon is also pleased to announce that it is in the process of submitting a listing statement to the Canadian Stock Exchange (CSE). This move provides greater flexibility to the company while we are developing our revenue streams and will greatly reduce initial listing and on going public company costs. This move also presents opportunities for rapid expansion nationally and internationally.

With strong support from the scientific community, a seasoned executive team and a treasury of over \$1,000,000 CAD, Corazon is well positioned to take advantage of this truly revolutionary delivery system.

Corazon also announces that it has appointed Bennett Liu as chief financial officer, effective immediately, following the resignation of Bao Huo. The company thanks Mr. Huo for his service to the company in the past.

Bennett Liu has acquired experience in the areas of financial reporting, regulatory compliance, treasury, and audit in Canada and is an officer of other Canadian public companies. Mr. Liu holds a Diploma in Accounting from British Columbia Institute of Technology.

## About NanoSphere:

Within NanoSphere's cannabis division, the NanoSphere Delivery System<sup>®</sup> pioneers standardized precision-metered dosages by intra-oral, intra-nasal and transdermal administration within the medical and recreational markets. The NanoSphere Delivery System<sup>®</sup> addresses many issues in the traditional delivery of cannabis products by inhalation and ingestion, such as:

- Low bioavailability when administered orally – on average only 6% of orally ingested cannabinoids (THC & CBD) reach systemic circulation, resulting in poor therapeutic value.
- Smoking and vaporization have no reliable dosages as medicine.
- Inefficient delivery and binding of cannabinoids to CB1 and CB2 receptors in cell membranes, resulting in poor therapeutic value.
- Significant delays in the onset of effects from ingesting edibles - 45 minutes to 2 hours.
- Rapid onset and decline of activity from smoking and vaping cannabis.
- Lack of standardized dosing ability in smoking, vaping or ingesting cannabis.
- Accidental over-administration of edibles ("stacking").
- Irritation and potential damage to respiratory system from smoking and vaping.

- Safety and efficacy issues.

Recent pharmacokinetic testing (clinical blood studies) confirmed the quick entrance of THC into the bloodstream, within ten minutes, compared to an hour or more with standard ingested THC. The testing also demonstrated significantly higher blood concentrations, greater bioavailability and longer circulation half-life within the human body compared to ingested THC and oral mucosal sprays. NanoSphere's technology creates an entirely new product category and user-friendly delivery system within the cannabis industry with the potential to greatly expand the patient and adult use markets.

On behalf of Corazon Gold Corp.

Victor Goncalves  
President & CEO

*Completion of the transaction is subject to a number of conditions, including but not limited to Exchange acceptance and if applicable, disinterested shareholder approval. 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. Trading in the securities of [Corazon Gold Corp.](#) should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the transaction and has neither approved nor disapproved the contents of this news release. Neither the 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 news release.*

*This news release includes forward looking statements that are subject to assumptions, risks and uncertainties. Statements in this news release which are not purely historical are forward looking statements, including without limitation any statements concerning the Company's intentions, plans, estimates, expectations or beliefs regarding the future. Although the Company believes that any forward looking statements in this news release are reasonable, there can be no assurance that any such forward looking statements will prove to be accurate. The Company cautions readers that all forward looking statements, including without limitation those relating to the Company's future operations and business prospects, are based on assumptions none of which can be assured, and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward looking statements. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward looking statements. Any forward looking statements are made as of the date of this news release, and the Company assumes no obligation to update the forward looking statements, or to update the reasons why actual events or results could or do differ from those projected in the forward looking statements. The Company assumes no obligation to update any forward looking statements, whether as a result of new information, future events or otherwise.*

#### **Contact Information:**

Victor Goncalves  
President & CEO  
1-204-997-5517  
[vgoncalves@corazonau.com](mailto:vgoncalves@corazonau.com)

---

Dieser Artikel stammt von [Rohstoff-Welt.de](https://www.rohstoff-welt.de)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/268336--Corazon-Gold-and-NanoSphere-Sign-Binding-Merger-Agreement.html>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer](#)!

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!  
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2025. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).