

# Nomad Ventures Inc. Announces a Binding Letter of Intent with Katanga Cobalt Corp.

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VANCOUVER, Aug. 16, 2017 - [Nomad Ventures Inc.](#) (TSXV: NMD.V) (the "Corporation" or "Nomad") is pleased to announce that it has entered into a binding Letter of Intent ("LOI") dated August 12, 2017 with Katanga Cobalt Corp. ("Katanga"). Nomad, Katanga and the securityholders of Katanga will enter into a definitive Share Exchange Agreement (the "Definitive Agreement") whereby all outstanding securities of Katanga will be exchanged for securities of Nomad (the "Transaction") on a 1:1 basis, which will constitute a Fundamental Acquisition (as that term is defined in the policies of the TSX Venture Exchange (the "TSXV")) by Nomad. The final structure of the Definitive Agreement is subject to applicable corporate, securities and tax considerations. The Transaction is an arm's length transaction.

Upon closing of the Transaction, it is anticipated that Nomad will change its name to "Bankers Cobalt Corp." and will carry on with the development of Katanga's mineral projects in the Democratic Republic of Congo ("DRC") as a Tier 2 Mining Issuer on the TSXV.

## About Katanga

### Business of Katanga

Katanga is a British Columbia company which through assignment agreements holds rights to thirteen separate mineral concessions in DRC. A total of nine concessions have been granted exploration permits and Katanga will have a mining interest in those concessions. Three of these nine concessions are a joint venture with a local DRC partner to earn a 65% interest. Six of these nine concessions are 100% owned by Katanga. The balance of four concessions are comprised of three artisanal licensees where Katanga has the right to share in 70 % of all ore produced with one concession still under application.

The Kankutu Copper-Cobalt project in Katanga Province, DRC (the "Project") is Katanga's first priority for exploration and is comprised of three concessions totalling 11 square kms in area. Katanga is currently undertaking a grid controlled soil sampling program to be followed up by test pits and trenches to identify drill targets at the Project. Exploration is targeting Kimpe-style sedimentary hosted, multi-phase hydrothermal copper and cobalt mineralization in Roan formation rocks within the Project. The Project is contiguous to and within 3 kms of the Kimpe copper-cobalt operating mine and preliminary work has indicated that the same mineral bearing formations at Kimpe continue onto the Project. The Project's Kimpe style mineralization makes it prospective for cobalt and copper. It is the stated intention of Katanga to initially focus on cobalt in the DRC and then pursue cobalt in other jurisdictions in order to diversify geo-political risk.

Katanga has commissioned a technical report in respect of the Project (the "Technical Report"). The Technical Report will be addressed to the Corporation before closing of the Transaction. The Corporation intends to file the report with the TSXV so the TSXV can commence its review of the Project immediately.

### Corporate Information of Katanga

Katanga was incorporated under the Business Corporations Act (British Columbia) (the "BCBCA") on September 27, 2016. Katanga is in the process of incorporating a wholly-owned DRC subsidiary, Bankers Cobalt Mining Sarl, to hold Katanga's mineral exploration assets in the DRC.

### Proposed Directors and Officers of the Corporation

Upon completion of the Transaction, it is anticipated that certain of Nomad's current management will resign and that representatives of Katanga with the requisite experience to manage the Corporation will be appointed officers, in order to satisfy the requirements of the TSXV. It is proposed that the following individuals will be appointed and/or remain directors and officers of the Corporation on closing:

**Stephen Barley, President, CEO and Director**

Steve Barley has over 35 years of experience in the public corporate arena assisting in the structuring of companies, mergers and acquisitions, and providing corporate finance advice and is the current President and CEO of Katanga. Mr. Barley is the Executive Chairman of Redhawk Resources Inc., a TSX listed company involved in international copper exploration. He has also been the President and CEO of a public company with operations in South America and has negotiated and managed multiple joint ventures with major international mining companies. Mr. Barley has assisted or lead in the raising of a significant amount of venture financing. Due to his securities law background and varied business experience he has a great deal of expertise in regulatory compliance; corporate governance; mergers and acquisitions; financing; negotiation; due diligence; and management of public entities. Mr. Barley has built many teams of professionals to properly manage the businesses in which he has been involved. Mr. Barley remains a member in good standing of the law societies of British Columbia and Alberta and holds a BComm degree from Mount Allison University and an LLB from Dalhousie University.

### **Murray Flanigan, CFO**

Mr. Flanigan is a management consultant with over 25 years' experience providing financial advisory services to a number of public and private oil and gas and technology companies in North America and abroad. Mr. Flanigan is a Chartered Professional Accountant and a Chartered Financial Analyst with expertise in corporate finance, mergers and acquisitions, international taxation, risk management, banking, treasury, corporate restructuring and accounting, and has served as Chief Financial Officer for various public and private companies. Mr. Flanigan is currently a Managing Principal and the CFO of Kepis & Pobe Financial Group Inc., where he is responsible for all aspects of the company's accounting, financing, treasury, tax, legal and corporate development activities including overseeing the company's JV relationships and implementation of certain oil & gas exploration and development projects and other international mining contracts. Prior to founding his own consulting company, Mr. Flanigan served as Senior Vice President, Corporate Development and CFO of Qwest Investment Management Corp., where he was responsible for regulatory reporting and corporate filings for over 15 private and publicly listed companies and limited partnerships in Qwest's portfolio, as well as arranging and closing numerous equity and debt financings. Mr. Flanigan also served as VP Corporate Development for Adelphia Communications Corporation, overseeing the company's financial restructuring and ultimate sale to Time Warner Inc. and Comcast Corporation for approximately US\$18 billion.

### **Shu Zhan, Director**

Mr Shu Zhan has 35 years of experience of exploration geology and technical consultancy in mineral and petroleum industries, including significant experience in the DRC. He has worked in Asia, Australia and Africa engaging exploration of various commodities including gold, copper, cobalt, lead and zinc, nickel and iron ore. His professional experience covers mineral exploration, petroleum exploration, exploration management, mining merger and acquisition, joint venture management, technical due diligence, contract management and M&A consultation. Mr. Zhan is a member of the Australian Institute of Geoscientists (AIG) and Society of Economic Geologists (SEG). He is a Registered Professional Geoscientist (RPGeo) in Australia and a "Qualified Person" as that term is defined in the Canadian Securities Administrators' National Instrument 43-101. The companies Mr. Zhan has worked with include China National Offshore Oil Corporation (CNOOC), Placer Dome Inc. and Coffey Mining. Mr Zhan holds a BSc Geology (The Central-South University of China) and a MScApp of Mining Geology degrees (The University of Queensland of Australia).

### **Kevin Torudag, Managing Director of DRC Subsidiary**

Kevin Torudag is one of the principals and founders of Katanga and is the President of Katanga Trust Mining Sarl, which assigned property interests to Katanga. Kevin has over 30 years' experience in all aspects of the public company markets and as a venture capitalist. Mr. Torudag has spent the majority of his time over the last four years in the DRC assessing projects and operating small mines. He has built the essential in-country relationships that will allow for a successful mining venture in the DRC. In addition the ability to obtain new mining concessions in the DRC was based on a very short window during which the mining registry was accepting new applications. Mr. Torudag had previously evaluated various concessions and was prepared to apply for or acquire favourable land packages when the mining office was open. The mining office is now closed to new applications with no scheduled time frame to re-open. Mr. Torudag has built a strong and experienced DRC-based operations and management team including Mr. Yves Kabongo.

### **Yves Kabongo, Chairman of DRC Subsidiary**

Yves Kabongo has been part of the natural resources sector in the DRC for 13 years. He has participated in

some of the major mergers and acquisitions that have shaped the industry in the DRC, bringing extensive knowledge of corporate finance and business development. Previous positions held by Mr. Kabongo include analyst at Bombardier and at National Bank of Canada, and CFO for AMB Mining, Managing Director for Oriental Iron Company and Managing Director for Moku Goldmines. He held board positions in a number of notable DRC companies including in Karibu Development Company (an Andrade Gutierrez venture) or in West River (a junior copper company). He is currently principal partner of KBG Capital, a VC company specialized in services for mining companies in the DRC. Mr. Kabongo is Chairman of the Canadian Chamber of Commerce in the DRC, and is a graduate of both HEC Montréal and McGill University.

#### **Peter Dickie, Director**

Mr. Dickie has over 35 years of experience in the public and private corporate environment with over 25 years spent in management positions. He is the former President, Chief Executive Officer and Director of NioCorp Developments, a company developing the largest super-alloy (niobium, titanium and scandium) mineral deposit in North America. Over the course of 6 years at NioCorp, he developed solid relationships with property owners and all levels of government in the project area, attracted key internationally recognized senior members of the executive team, raised tens of millions of dollars and graduated the company to the TSX - growing the market cap from under \$5 million to more than \$200 million. Mr. Dickie is also a former director and officer of Lateegra Gold, where he was responsible for accumulating the land position that resulted in Lateegra being acquired by Excellon Resources in 2011, and he has held director and officer positions with several other listed companies. He is a former Investment Advisor with a Canadian securities dealer and a graduate of both the University of Victoria and the University of British Columbia.

#### **Geoff Balderson, Director**

Mr. Balderson is the President Harmony Corporate Services Ltd., private business consulting companies located in Vancouver, British Columbia. Mr. Balderson has been an officer and director of several TSXV listed companies over the past 15 years. Prior to that he was an investment advisor at Union Securities and Georgia Pacific Securities Corp.

#### **Leonard Clough, Director**

Mr. Clough has been involved in capital markets for more than 20 years. He first began his career at RBC Dominion Securities Inc., where he spent 13 years. He then founded Kingfisher Advisors SA, an investment management company formed to manage a registered Cayman Islands mutual fund specializing in special situations and mining. Mr. Clough is currently the president of Toro Pacific Management Inc., a diversified holding company and serves as a director of Dynasty Metals & Mining Inc.

#### **Sheri Rempel, Controller**

Ms. Rempel has more than 25 years of experience with multiple reporting issuers in financial reporting, regulatory compliance, internal control and corporate finance activities. She is currently CFO of Mobio Technologies Inc., NU2U Resources Inc., Serengeti Resources Inc. and Fantasy 6 Sports Inc., among other companies.

#### **Janet Francis, Corporate Secretary**

Ms. Francis has 12 years' experience in the field of regulatory compliance and corporate governance, most recently as director of a private company providing corporate secretarial services to public companies listed on the TSX, TSX Venture, and Canadian Securities Exchanges, and to other reporting issuers. Ms. Francis is an officer or director of several listed issuers.

#### **Share Exchange Transaction**

Upon closing of the Transaction, Nomad will issue to the shareholders of Katanga (i) a total of 56,137,327 common shares of the Corporation in exchange for 100% of the outstanding shares of Katanga and (ii) 17,374,243 share purchase warrants (the "Warrants") in exchange for 100% of the outstanding share purchase warrants of Katanga. The Warrants will be exercisable into one common share in the capital of the Corporation as follows: 4,625,000 Warrants each exercisable at \$0.10 until April 28, 2020; 403,200 Warrants each exercisable at \$0.25 until August 3, 2019; 177,386 Warrants each exercisable at \$0.25 until August 11,

2019; 3,150,000 Warrants each exercisable at \$0.30 until July 11, 2019; 5,323,330 Warrants each exercisable at \$0.50 until August 3, 2019; and 3,695,327 Warrants each exercisable at \$0.50 until August 11, 2019.

The completion of the Transaction is subject to a number of conditions, including but not limited to: the execution of the Definitive Agreement, completion of satisfactory due diligence including the delivery and satisfactory review of the financial statements of Katanga, receipt of an appropriate exemption order from the British Columbia Securities Commission (and any other securities regulatory authority having jurisdiction) in reliance on the private issuer take-over bid exemption and the approval of the Transaction by each of the TSXV and the board of directors of each of Nomad and Katanga. Finder's fees are expected to be paid, as permitted by TSXV policies, in connection with the closing of the Transaction.

### **Miscellaneous Terms**

The securities to be issued in connection with the Transaction have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in Regulation S promulgated under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Certain securities issued pursuant to the Transaction may be subject to escrow or other resale restrictions pursuant to applicable securities laws and the policies of the TSXV.

Unless otherwise agreed between the Corporation and Katanga, the LOI will terminate upon the execution of the Definitive Agreement.

### **About Nomad**

Nomad is a natural resource company focused on the acquisition, exploration and development of mineral properties. The Corporation evaluates each of its properties upon the completion of an exploration program on that property, and then determines whether or not it will continue to hold and possibly further explore the property, sell the property, or abandon the property. Nomad is in the exploration stage and is in the process of evaluating various properties and has not yet determined whether these properties contain reserves that are economically recoverable.

Completion of the Transaction is subject to a number of conditions, including TSXV acceptance. The Transaction cannot close until the required approvals are obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

ON BEHALF OF THE BOARD OF NOMAD VENTURES INC.

"Geoff Balderson"  
President, Nomad Ventures Inc.

### **Reader Advisory**

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the proposal to complete the Transaction and associated transactions, including statements regarding the terms and conditions of the Transaction and the outlook of the business of Katanga. Although the Corporation believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Corporation can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Transaction and associated transactions, that*

*the ultimate terms of the Transaction and associated transactions will differ from those that currently are contemplated, and that the Transaction and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The terms and conditions of the Transaction may change based on the Corporation's due diligence and the receipt of tax, corporate and securities law advice for both the Corporation and Katanga. The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of the Corporation, Katanga, their securities, or their respective financial or operating results (as applicable).*

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