

# Corazon Gold and NanoSphere Announce Completion of \$5.9 Million Financing and Merger

30.11.2017 | [GlobeNewswire](#)

VANCOUVER, Nov. 29, 2017 - [Corazon Gold Corp.](#) (TSX-V:CGW) (the "Company") and NanoSphere Health Sciences, LLC ("NanoSphere") are pleased to announce the closing of the Company's private placement (the "Offering") for gross proceeds of \$5,905,685, and the completion of the Company's acquisition (the "Acquisition") of NanoSphere. Based upon the CSE's conditional listing approval, the Company will make its final submission for CSE listing in short order, and concurrently with its listing on the CSE will change its name to "NanoSphere Health Sciences Inc." and effect a de-listing from the TSX Venture Exchange.

"The completion of this financing and merger represents a significant step in unlocking the opportunity to become a true market leader," said David Sutton, President and COO of the Company. For over two decades, NanoSphere's scientists have researched and developed the revolutionary NanoSphere Delivery System™ to meet the needs of consumers, healthcare providers and suppliers. The NanoSphere Delivery System™ employs nanotechnology in the delivery of biological compounds for improved bioavailability, efficacy and onset of effect. Under the brand "Evolve", NanoSphere has already launched its acclaimed NanoSerum™ product for the recreational and medical cannabis markets in Colorado. NanoSerum™ is the first clinically-tested transdermal cannabis product to relieve pain in minutes, and we intend to build on that success by opening new markets for Evolve and developing new applications for NanoSerum™.

## About NanoSphere

NanoSphere, a wholly owned operating subsidiary of the Company, is a biotechnology firm specializing in the creation of the NanoSphere Delivery System™, a revolutionary platform using nanotechnology in the biodelivery of supplements, nutraceuticals and over-the-counter medications for the cannabis, pharmaceutical and animal health industries, and beyond. The patent-pending NanoSphere Delivery System™ represents one of the most important developments for advancing the non-invasive and user-friendly delivery of biological agents in over 25 years. For more information on NanoSphere, please visit <http://www.nanospherehealth.com>.

## About the Offering and Acquisition

Pursuant to the Offering, the Company issued 11,811,370 subscription receipts at a price of \$0.50 per subscription receipt for gross proceeds of \$5,905,685. The gross proceeds of the Offering have been placed in escrow, and will be released to the Company upon, among other things, the Company's listing on the CSE (the "Escrow Release Conditions"). Upon satisfaction of the Escrow Release Conditions, each subscription receipt will, for no additional consideration, automatically convert into a unit comprised of one common share and one-half of a warrant. Each full warrant (a "Warrant") entitles the holder to purchase one common share at a price of \$0.75 for a period of two years following the satisfaction of the Escrow Release Conditions, subject to accelerated expiry if the common shares trade, at any time after four months and a day following issuance of the respective subscription receipts, at a price of \$1.00 or more 15 consecutive trading days. In the event that the Escrow Release Conditions are not satisfied within eight months of the issuance of the respective subscription receipts, those subscription receipts will be cancelled and the subscription funds returned to the respective subscribers. 10,004,370 subscription receipts and their underlying securities are subject to a hold period expiring March 17, 2018; 1,370,000 subscription receipts and their underlying securities are subject to a hold period expiring March 18, 2018; and 437,000 subscription receipts and their underlying securities are subject to a hold period expiring March 25, 2018. Aggregate finder fees of \$146,025 will be paid upon satisfaction of the Escrow Release Conditions, and 284,550 subscription receipt finder warrants were issued, each converting upon the satisfaction of the Escrow Release Conditions into a warrant having the same terms as the Warrants.

Pursuant to the Acquisition, an aggregate of 59,000,000 common shares were issued to

NanoSphere's members, and 1,000,000 common shares were issued as a finder fee for the Acquisition. All of the foregoing shares are subject to a pooling agreement with the following release dates: 10% on January 1, 2018; 10% on November 17, 2019; and the final 80% on November 17, 2020.

The Company currently has 84,259,176 common shares issued and outstanding, of which 38,953,401 common shares are subject to escrow as provided for under National Policy 46-201. 1,021,286 of the escrowed shares are previously issued securities, and the balance of 37,932,115 escrowed shares were issued pursuant to the Acquisition and will, as released from escrow, be subject to the aforementioned pooling agreement.

The Board of Directors has been reconstituted and is comprised of Robert Sutton (Chairman & CEO), David Sutton (President), Richard Kaufman, Stephanie Hopper, Michael Iverson and Toby Lim. Victor Goncalves resigned as a director but will continue in the office of Executive Vice President. The Company would like to thank Messrs. Bradley Scharfe, Fred Tejada, Jason Scharfe and Jorge Orellana for their dedication and service to the Company, and wishes them well in their future endeavors.

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#### **Forward Looking Statement Caution**

*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, whether as a result of new information, future events or otherwise.*

#### **TSXV Disclaimer**

*Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.*

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/283947--Corazon-Gold-and-NanoSphere-Announce-Completion-of-5.9-Million-Financing-and-Merger.html>

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