

First Legacy Mining Corp. Enters into Option Agreement with Spectrum Mining Corp. to Acquire Rare Earth Element Project

27.11.2018 | [CNW](#)

VANCOUVER, Nov. 26, 2018 - [First Legacy Mining Corp.](#) ("First Legacy" or the "Company") (TSX-V: FLM) is pleased to announce that it has entered into an arm's length option agreement (the "Agreement") with Spectrum Mining Corporation ("Spectrum") dated November 22, 2018, pursuant to which First Legacy has the option (the "Option") to acquire all of the issued and outstanding shares of Spectrum (the "Acquisition"), a private British Columbia incorporated company, that is the legal, beneficial and registered holder of a one hundred percent (100%) interest in and to six (6) mining claims located in the Cariboo Mining Division, British Columbia known as the Wicheeda Rare Earth Element Project (the "Wicheeda Property").

First Legacy also announces that it intends to complete a non-brokered private placement (the "Private Placement") of up to 1,200,000 flow-through common shares ("Flow-Through Shares") of the Company at a price of \$0.25 per Flow-Through Share to raise gross proceeds of up to \$300,000. The Private Placement is subject to TSX Venture Exchange ("TSXV") approval.

Highlights of the Proposed Acquisition

Pursuant to the Agreement, in order to exercise the Option and to maintain the Option in good standing, First Legacy must:

(a) incur expenditures in respect of the Property totaling \$1,930,000 as follows:

- i. \$680,000 within 12 months of the date of TSXV approval (the "Effective Date");
- ii. an additional \$625,000 within 24 months of the Effective Date; and
- iii. an additional \$625,000 within 36 months of the Effective Date;

(b) pay to Spectrum an aggregate of \$370,000 as follows:

- i. \$25,000 in cash (paid);
- ii. \$95,000 in cash within five (5) business days of the Effective Date;
- iii. \$50,000 in cash on or before the first anniversary of the Effective Date;
- iv. \$100,000 in cash on or before the second anniversary of the Effective Date; and
- v. \$100,000 in cash on or before the third anniversary of the Effective Date;

(c) issue to Spectrum:

- i. 200,000 common shares of the Company on the Effective Date; and
- ii. \$50,000 in common shares of the Company on or before the first anniversary of the Effective Date;

all of which such foregoing obligations of the Option above may be accelerated at the Company's sole discretion.

Once First Legacy has fulfilled the foregoing obligations, the Company will have the right for a period of 90 days thereafter, to exercise the Option (the "Exercise Period") by written notice to Spectrum within the Exercise Period (the "Exercise Notice"). If the Company fulfills the foregoing obligations, and delivers to Spectrum the Exercise Notice within the Exercise Period, the Company shall forthwith: (a) issue to the shareholders of Spectrum (the "Vendors") on a pro rata basis, such number of common shares of the Company equal to 49% of the aggregate of the following: (i) the issued and outstanding common shares of the Company at such time; plus (ii) the common shares of the Company to be issued to the Vendors; and (b) pay to the Vendors on a pro rata basis, a cash payment in the aggregate of \$100,000.

In addition, pursuant to the Agreement, Spectrum will have the right to appoint a director to the board of directors of the Company, immediately following the next annual general meeting of First Legacy shareholders scheduled for December 14, 2018.

The Acquisition is subject to approval of the Vendors and the TSXV. The Agreement and the Private Placement are subject to the prior acceptance of the TSXV, as the Acquisition, if completed, will constitute a "Fundamental Acquisition" for the Company pursuant to TSXV Policy 5.3 – Acquisitions and Dispositions of

Non-Cash Assets. The acceptance of the TSXV will require, among other things, the completion and filing of a National Instrument 43-101 technical report on the Wicheeda Property. First Legacy has engaged the services of Moose Mountain Technical Services of Cranbrook, B.C. to prepare the NI 43-101 technical report. Trading in the common shares of the Company has been halted in accordance with the policies of the TSXV and will remain halted until such time as all required documentation has been filed with and accepted by the TSXV and permission to resume trading has been obtained from the TSXV.

In connection with the Agreement, First Legacy has entered into a finder's fee agreement (the "Finder's Agreement") with Mulgravian Ventures Corporation ("MVC") in consideration for services in introducing the Company to Spectrum, pursuant to which MVC shall receive consideration of 400,000 common shares (the "Finder's Shares") of the Company if the Agreement is approved by the TSXV and such number of common shares that is equal to 1.5% of the common shares of the Company that are issued to the Vendors if the Acquisition closes. The Finder's Shares are subject to TSXV approval and will be subject to a four month hold period.

The Wicheeda Property

The Wicheeda Property located approximately 80 km northwest of the city of Prince George, British Columbia, is readily accessible by all-weather gravel roads and is close to major infrastructure including power transmission lines, railway and major highways. Geologically, the Wicheeda Property is situated in the Foreland Belt and within the Rocky Mountain Trench, a major continental geologic feature. The Foreland belt contains part of a large alkaline igneous province stretching from the Canadian Cordillera to the southwestern United States and hosts several carbonatite and alkaline complexes among which the Aley (niobium), Rock Canyon (REE), and Wicheeda (REE) alkaline complexes contain the highest concentrations of Rare Earth Elements minerals.

The Wicheeda Property is underlain by Kechika Group metasedimentary rocks that are intruded by a southeast-trending carbonatite. The Wicheeda carbonatite is a deformed plug or sill approximately 250 metres in diameter that hosts potentially economic REE mineralization. The intrusion comprises a ferroan dolomite carbonatite core, which passes gradationally outward into calcite carbonatite. The potentially economic REE mineralization is hosted by the dolomite carbonatite.

Further information about the Wicheeda Property and its proposed exploration and development will be disclosed in a National Instrument 43-101 — Standards of Disclosure for Mineral Projects technical report.

Name Change

In connection with the approval by the TSXV of the Agreement, the Company intends to change its name to "Defense Metal Corp.". In conjunction with the proposed name change, the Company's share capital would be issued under new CUSIP/ISIN numbers and the trading symbol is expected to change to "DEFN". The proposed name change and symbol change are subject to the acceptance of the TSXV.

Senior Technical Advisor

First Legacy is pleased to announce that it will retain Chris Graf as a senior technical advisor after the Agreement is approved by the TSXV. Mr. Graf is currently a director of Spectrum. Mr. Graf was born in Cranbrook, B.C. and graduated with a B.Ap.Sc. degree in geological engineering from the University of British Columbia in 1974. He has been registered as a Professional Engineer with the Association of Professional Engineers of British Columbia since 1980.

Mr. Graf has successfully applied his profession for the past 40 years, conceiving and conducting mineral exploration programs in British Columbia, Alberta, Yukon and northern Mexico. His forte has been mineral property evaluation, field exploration and diamond drilling. Mr. Graf was a director of the BC and Yukon Chamber of Mines during the 1990's when the provincial NDP were in power. During his tenure he was very involved in the Chamber's Aboriginal Affairs and Environmental/Park committees trying to mitigate the NDP's overly ambitious land use policies that were largely negative for mineral exploration in BC. In 2011, Mr. Graf was the recipient of the Chamber's Frank Woodside Past Presidents Award for distinguished service to the Minerals Industry.

The scientific and technical information contained in this news release has been reviewed and approved by Kristopher J. Raffle, P.Geo. (BC) Principal and Consultant of APEX Geoscience Ltd. of Edmonton, AB, a "Qualified Person" as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

About First Legacy Mining Corp.

First Legacy Mining Corp. is a mineral exploration company focused on the acquisition, exploration and development of mineral resource properties.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is 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 requirements is available.

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.

Forward Looking Information

This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable securities law, including without limitation, the Company's plans for the Property, comments regarding use of funds, the Acquisition, the annual general meeting, other statements relating to the financial and business prospects of the Company, name change, the Private Placement, and other matters.

Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statement are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, anticipated costs and the ability to achieve goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

*Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: (i) risks related to gold, copper, uranium, rare earth elements, and other commodity price fluctuations; (ii) risks and uncertainties relating to the interpretation of exploration results; (iii) risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses; (iv) that resource exploration and development is a speculative business; (v) that the Company may lose or abandon its property interests or may fail to receive necessary licences and permits; (vi) that environmental laws and regulations may become more onerous; (vii) that the Company may not be able to raise additional funds when necessary; (viii) the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; (ix) exploration and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in exploration and development; * competition; (xi) the potential for delays in exploration or development activities or the completion of geologic reports or studies; (xii) the uncertainty of profitability based upon the Company's history of losses; (xiii) risks related to environmental regulation and liability; (xiv) risks associated with failure to maintain community acceptance, agreements and permissions (generally referred to as "social licence"), including local First Nations; (xv) risks relating to obtaining and maintaining all necessary government permits, approvals and authorizations relating to the continued exploration and development of the Company's projects; (xvi) risks related to the outcome of legal actions; (xvii) political and regulatory risks associated with mining and exploration; (xix) risks related to*

current global financial conditions; and (xx) other risks and uncertainties related to the Company's prospects, properties and business strategy. These risks, as well as others, could cause actual results and events to vary significantly.

Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, adverse weather conditions, equipment failures, litigation, failure of counterparties to perform their contractual obligations and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

SOURCE First Legacy Mining Corp.

For further information:

First Legacy Mining Corp.

Todd Hanas, Bluesky Corporate Communications Inc., Vice President, Investor Relations

Tel: (778) 994 8072

Email: todd@blueskycorp.ca

Dieser Artikel stammt von Rohstoff-Welt.de

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/314217--First-Legacy-Mining-Corp.-Enters-into-Option-Agreement-with-Spectrum-Mining-Corp.-to-Acquire-Rare-Earth-Elem>

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 -1999-2026. Es gelten unsere [AGB](#) und [Datenschutzzrichtlinien](#).