

Rockcliff Metals Files Shareholder Meeting Materials on SEDAR and Closes Greenstone Subscription

01.04.2019 | [ACCESS Newswire](#)

TORONTO, April 1, 2019 - [Rockcliff Metals Corp.](#) ("Rockcliff") (TSX-V: RCLF) (FRANKFURT: RO0, WKN: A2H60G) is pleased to announce that, further to its press release of February 22, 2019 (the "Transaction Press Release") announcing the reorganization transaction (the "Transaction") involving a financing (the "Greenstone Subscription") led by Greenstone Resources II LP ("Greenstone") and a transfer of significant assets from [Norvista Capital Corp.](#) (TSX-V: NVV) ("Norvista") and the press release of March 6, 2019, it has closed the Greenstone Subscription. Rockcliff also wishes to announce that the Management Information Circular dated March 18, 2019 (the "Circular") with respect to the Annual and Special Meeting of Shareholders to be held on April 22, 2019 (the "Meeting"), and all related materials, have been filed on the SEDAR profile for Rockcliff at www.sedar.com.

On March 29, 2019, Rockcliff closed the Greenstone Subscription and issued 49,819,167 Subscription Receipts to Greenstone in accordance with the provisions of the Subscription Agreement signed with Greenstone (the "Closing"). Greenstone had wire-transferred the sum of US\$15,000,000 (the "Escrow Proceeds") to Gardiner Roberts LLP in trust on March 13, 2019 to be held in escrow by Gardiner Roberts LLP as Escrow Agent in accordance with the terms of the Subscription Agreement and an Escrow Agreement signed in respect of the Escrow Proceeds. As a result of the Closing, the Escrow Proceeds are now being held for Greenstone as to US\$9,363,498 for the Greenstone Commitment (as referred to in the Transaction Press Release) and held as to US\$5,636,502 in escrow pursuant to the terms of the Subscription Receipts to be released upon receipt of Rockcliff Shareholder approval to the Transaction being sought at the Meeting, the closing of the Asset Acquisition (as described in the Circular) and regulatory approval to listing the Rockcliff Shares issued pursuant to the Transaction on the Canadian Securities Exchange (the "Conditions"). Securities issued pursuant to the Greenstone Subscription are subject to a statutory four month and one day hold period from the Closing. The common shares of Rockcliff to be acquired by Greenstone upon conversion of the Subscription Receipts to common shares following the satisfaction of the Conditions will be subject to escrow pursuant to the provisions of National Policy 46-201 as further described in the Circular.

About Rockcliff

Rockcliff is a Canadian resource exploration company focused on base metals, gold and royalties in the Snow Lake area of Manitoba, Canada. Rockcliff is the largest junior landholder in the Flin Flon-Snow Lake greenstone belt which is home to the largest Paleoproterozoic VMS district (copper, gold, zinc, silver) in the world and also contains gold mines and deposits. Its extensive portfolio of properties totals over 4,000 square kilometres. It includes 9 of the highest-grade undeveloped VMS deposits and 5 lode-gold properties including the historic Rex-Laguna gold mine, Manitoba's first and highest-grade gold mine.

About Greenstone

Greenstone is a private equity fund specializing in the mining and metals sector with approximately US\$430 million in committed long-term capital. With more than 100 years collective experience, predominantly fulfilling senior roles within mining companies, financial institutions and principal investing, Greenstone understands the sector, its value drivers and inherent risks. As such Greenstone is able to make long term investments which better aligns itself to management decision making.

About Norvista

Norvista is a resource-based merchant bank with an investment portfolio of four core investments located in

Canada, the United States and Mexico. Norvista's investee companies have projects located in excellent mining jurisdictions and are involved in both base and precious metals exploration and development. Norvista holds significant equity ownership positions in its investee companies and is actively involved in the management of these companies through a combination of senior officer positions and/or board representation. The investee company projects represent a balance between later stage exploration and pre-production projects and are self-financing. Norvista maintains and increases its ownership positions in its core holdings through participation in issuer financings as well as share acquisitions in the open market.

Transaction Approval

The transactions discussed in this news release, including the release of funds pursuant to the Subscription Receipts financing, are conditional on the completion of the Transaction and the receipt of requisite shareholder and stock exchange approvals, including the approval by shareholders of Rockcliff of the change of control of Rockcliff resulting from the completion of the Transaction, and the approval of the shareholders of Norvista of the asset sales. There can be no assurance that the transactions described herein will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Circular circulated in respect of the Meeting, any information released or received with respect to the transactions described herein may not be accurate or complete and should not be relied upon. Trading in the securities of Rockcliff should be considered highly speculative.

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

For further information, please contact:

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Cautionary Note Regarding Forward-Looking Statements: This press release contains "forward-looking information" within the meaning of applicable Canadian securities laws. 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, identified by words or phrases such as "believes", "anticipates", "expects", "is expected", "scheduled", "estimates", "pending", "intends", "plans", "forecasts", "targets", or "hopes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "will", "should" "might", "will be taken", or "occur" and similar expressions) are not statements of historical fact and may be forward-looking statements. Forward-looking information in this news release includes, but is not limited to, the closing of the Transaction, anticipated exploration and development of Rockcliff's Manitoba properties, satisfaction of closing conditions for the Transaction and Additional Financing approval of the TSX-V, approval by the shareholders of Rockcliff and the potential for exploration.

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

The CSE has neither approved nor disapproved the contents of this press release. The CSE does not accept responsibility for the adequacy or accuracy of this release.

SOURCE: [Rockcliff Metals Corp.](#)

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