

# Magna Gold Corp. Provides Update on Acquisition of the San Francisco Mine and Private Placement

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TORONTO and NEW YORK, April 24, 2020 - [Magna Gold Corp.](#) (TSXV: MGR, OTCQB: MGLQF) is pleased to provide an update on the proposed acquisition of the San Francisco Mine located in Sonora, Mexico (the "Acquisition") pursuant to a definitive share purchase agreement dated March 5, 2020 (the "Definitive Agreement") between Timmins GoldCorp Mexico S.A. de C.V. (the "Timmins"), a wholly-owned subsidiary of Alio Gold Inc., and the Company.

The Company has received conditional acceptance of the TSX Venture Exchange (the "Exchange") for the Acquisition and is working diligently to satisfy the remaining requirements of the Exchange in order to close the Acquisition in the near term.

## Amendment to Definitive Agreement and Private Placement

Timmins and the Company have entered into an amendment to the Definitive Agreement to include the closing of the Private Placement (as defined below) as a condition precedent to the closing of the Acquisition for the benefit of Timmins. Further to the news release dated March 6, 2020, the Private Placement will be structured as a non-brokered private placement of a minimum of 5,143,000 and a maximum of 5,714,286 common shares in the capital of the Company (the "Offered Shares") at a price of \$0.35 per Offered Share for aggregate gross proceeds of a minimum of approximately \$1,800,050 and a maximum of approximately \$2,000,000 (the "Private Placement").

The net proceeds from the Private Placement will be used for the acquisition of, and for working capital purposes in connection with, the San Francisco Mine.

In connection with the Private Placement, certain parties may receive a finder's fee payment equal to 6% of the gross proceeds of the Offered Shares that are sold to subscribers introduced by such parties, payable in cash or common shares in the capital of the Company at the discretion of the Company, and warrants (the "Finder's Warrants") to purchase that number of common shares in the capital of the Company (the "Finder's Warrant Shares") equal to 5% of the Offered Shares that are sold to subscribers introduced by such parties, with each Finder's Warrant being exercisable for one Finder's Warrant Share at a price of \$0.35 per Finder's Warrant Share for a period of two years from the date of the closing of the Private Placement. The finder's fee payment and the Finder's Warrants are subject to the approval of, and will be issued in accordance with, the rules of the Exchange.

The securities issued in connection with the Private Placement will be subject to a four month hold period from the date of issuance in accordance with applicable Canadian securities laws. The Private Placement is subject to the receipt of all required regulatory approvals, including the acceptance of the Exchange.

The Offered Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, sold or delivered, directly or indirectly, within the United States, or to or for the account or benefit of U.S. persons, unless the Offered Shares are registered under the Securities Act or pursuant to an applicable exemption from the registration requirements of the Securities Act. This news release does not constitute an offer to sell, nor is it a solicitation of an offer to buy securities, nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful.

## Settlement of Arbitration Proceedings

In connection with the Acquisition, the Company has also entered into a binding letter of intent with Peal de Mexico, S.A. de C.V. (&#8220;Peal&#8221;) to settle the existing arbitration proceedings between Peal and Molimentales del Noroeste, S.A. de C.V., the entity to be acquired by the Company which owns a 100% interest in the San Francisco Mine, following closing of the Acquisition for aggregate consideration of approximately US\$6,354,782.81 (plus value added taxes), to be satisfied by the issuance of 11,000,000 common shares in the capital of the Company (the &#8220;Settlement Shares&#8221;) at a deemed price of \$0.35 per Settlement Share on the date settlement and US\$3,495,130.18 (plus valued added taxes) to be paid in cash within a period of 18 months from the date of settlement, with a grace period of six months at the election of the Company (the &#8220;Settlement&#8221;).

The Settlement Shares will be subject to a lock-up agreement until the earlier of (i) the date that is 12 months from the issuance of the Settlement Shares and (ii) the date on which Peal and its affiliates collectively hold less than 9.9% of the outstanding common shares in the capital of the Company. In the event that Peal wishes to sell any or all of the Settlement Shares, the Company will have the option to arrange the purchaser of such shares so long as Peal and its affiliates collectively hold more than 9.9% of the outstanding common shares in the capital of the Company. For so long as Peal and its affiliates collectively hold 10% or more of the outstanding common shares in the capital of the Company, Peal shall have the right to participate in any future share issuance made by the Company up to a maximum of 19% of the outstanding common shares in the capital of the Company on the same terms as the applicable equity offering, subject to certain customary exceptions.

The Settlement is subject to a number of conditions customary for a transaction of this nature, including the entering into of definitive documentation, the completion of the Acquisition and the receipt of all required regulatory approvals, including the acceptance of the Exchange.

The Settlement Shares will be subject to resale restrictions pursuant to the policies of the Exchange which will expire four months and one day from the date of issuance of the Settlement Shares.

### About Magna Gold Corp.

[Magna Gold Corp.](#) is a mineral exploration company focused on acquiring, exploring and developing quality precious metals properties in Mexico. Primary strength of the Company is the team of highly experienced mining professionals with a proven track record of developing properties in Mexico from discovery to production on budget and on time.

The Company&#8217;s shares trade on the TSXV under the trading symbol &#8220;MGR&#8221; and OTCQB under the trading symbol &#8220;MGLQF&#8221;. Magna takes social license seriously and employ local community members and services in its operations.

For more information, please visit [www.magnagoldcorp.com](http://www.magnagoldcorp.com) or contact Francisco Arturo Bonillas Zepeda, the Chief Executive Officer, Corporate Secretary and a Director of the Company.

Francisco Arturo Bonillas Zepeda  
CEO, Corporate Secretary and Director  
E: [abonillas@magnagoldcorp.com](mailto:abonillas@magnagoldcorp.com)  
T: 647.259.1790

This news release includes certain &#8220;forward-looking statements&#8221; which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company&#8217;s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as &#8220;believes&#8221;, &#8220;anticipates&#8221;, &#8220;expects&#8221;, &#8220;estimates&#8221;, &#8220;may&#8221;, &#8220;could&#8221;, &#8220;would&#8221;, &#8220;will&#8221;, or &#8220;plan&#8221;. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company

provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, information about the structure and terms of the Acquisition, timing for completion of the Acquisition, the structure and terms of the Private Placement, the use of proceeds of the Private Placement, timing and completion of the Private Placement, the structure and terms of the Settlement, timing and completion of the Settlement, timing for receipt of required regulatory approvals, including the acceptance of the Exchange, the ability of the Company to complete the Acquisition, the Private Placement and the Settlement on the terms announced, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to the inability to satisfy the conditions required to complete the Acquisition, the Private Placement or the Settlement, the inability to receive required regulatory approvals, including the acceptance of the Exchange, termination of the Definitive Agreement, failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

Neither 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 release.

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