

Omni Commerce Corp. Enters into Letter of Intent to Acquire Majority Ownership of Northshore Gold Property and Corporate Update

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VANCOUVER, April 27, 2020 - [Omni Commerce Corp.](#) (OMZA.F) ("Omni" or the "Company") announces that it has entered into a letter of intent dated April 24, 2020 (the "LOI") with [CBLT Inc.](#) ("CBLT"), an Ontario corporation which has its common shares listed on the TSX Venture Exchange ("TSXV"). Omni has agreed to acquire CBLT's right, title and interest in and to its 56% joint venture interest in the Northshore Gold Property (the "Property"), located in the Schreiber-Hemlo Greenstone Belt, 115 km west of Hemlo and 200 km east of Thunder Bay, on the terms in the LOI (the "Transaction").

Northshore Gold Property

The Northshore Gold Property is located within the Hemlo-Schreiber greenstone belt in the world-famous Hemlo Gold Camp, south of the former producing Winston Lake copper-zinc-gold-silver deposit. The Property is approximately 4 kilometres south of the town of Schreiber, Ontario and approximately 70 kilometres west along the Trans-Canada Highway from the Hemlo gold deposit. The Property is 322 hectares and is prospective for gold mineralization. CBLT owns a 56% interest in the Property pursuant to a joint venture agreement with Balmoral Resources Ltd. which owns the remaining 44% interest in the Property (the "Joint Venture").

Gold mineralization at the Property is located in a highly fractured series of felsic intrusive rocks. High grade gold mineralization has been identified along several vein systems on the Property, which include the Audney, Caly, Gino and former producing Northshore vein systems. The Audney and Caly veins are part of a broader zone of gold mineralization referred to as the Afric Deposit which encompasses several high-grade veins and broad zones of strongly anomalous gold values located between them. The Afric Deposit is the current focus of exploration on the Property with expansion of the high-grade vein systems a secondary priority.

In March 2019, CBLT acquired its interest in the Property from GTA Financecorp Inc. (formerly [GTA Mining and Resources Inc.](#)) ("GTA"). A National Instrument 43-101 technical report entitled "Technical Report on the Mineral Resources of the Northshore Property, Priske Township, Ontario Canada" dated June 30, 2014 (the "2014 Technical Report") was prepared for GTA by Gary Giroux, P. Eng. of Giroux Consultants Ltd. and J. Douglas Blanchflower, P. Geo. of Minorex Consulting Limited, and is available on SEDAR under GTA's profile. The Property hosts indicated resources and inferred resources within the Afric Deposit which are summarized in the 2014 Technical Report as follows:

Indicated Resource within the Mineralized Solid

Au Cut-off (g/t)	Tonnes > Cut-off (tonnes)	Grade > Cut-off Au (g/t)	Contained Ounces Au
0.20	27,980,000	0.61	549,000
0.25	23,320,000	0.69	516,000
0.30	19,990,000	0.76	487,000
0.40	15,400,000	0.88	435,000
0.50	12,360,000	0.99	391,000
0.60	10,080,000	1.08	351,000
0.70	8,230,000	1.18	313,000
0.80	6,650,000	1.28	275,000
0.90	5,350,000	1.39	239,000
1.00	4,180,000	1.52	204,000
1.20	2,560,000	1.78	147,000

Inferred Resource within the Mineralized Solid

Au Cut-off (g/t)	Tonnes > Cut-off (tonnes)	Grade > Cut-off Au (g/t)	Contained Ounces Au
0.20	63,490,000	0.58	1,184,000
0.25	54,160,000	0.64	1,116,000
0.30	48,890,000	0.68	1,070,000
0.40	38,740,000	0.77	955,000
0.50	29,580,000	0.87	824,000
0.60	21,720,000	0.98	686,000
0.70	16,140,000	1.10	570,000
0.80	12,090,000	1.22	472,000
0.90	8,640,000	1.36	378,000
1.00	6,420,000	1.51	311,000
1.20	4,210,000	1.73	233,000

Subsequent to publication of the 2014 Technical Report, higher grade at-surface mineralization has been pursued on the Afric Deposit. In 2015, GTA did additional evaluations of the Property including independent pit design studies, conducted by Mr. George Dermer P. Eng. of Moose Mountain Technical Services, based in Cranbrook, B.C. As part of this evaluation, areas of higher grade, near surface gold mineralization hosted within the Afric Zone were outlined. The results of this pit design process identified two potential open pit mining areas with near-surface gold mineralization. These pit area outlines were designed and defined using the same geological models used by the authors of the 2014 Technical Report in preparing the resource estimate for the Property. Detailed information regarding these evaluations and the potential open pit mining areas is set out in GTA's news release dated June 17, 2015, a copy of which is available on GTA's SEDAR profile.

In December 2018, GTA carried out a diamond drill program at the Property. The results of the drill program and assay results are detailed in GTA's news release dated February 25, 2019, a copy of which is available on GTA's SEDAR profile. Future work on the Property will be reviewed by the Joint Venture following completion of the Transaction.

All technical information in this press release is taken from the 2014 Technical Report and subsequent public disclosures by prior owners of the Property. All such disclosure was approved at the relevant times by a Qualified Person. A copy of the 2014 Technical Report is available on SEDAR under GTA's profile. Further information on the Property and the particulars of the exploration and evaluation work conducted on the Property by CBLT and GTA are set out in CBLT's and GTA's respective public disclosure records. Details of the data verification procedures and limitations relating to: (i) the resource estimations are set out in the 2014 Technical Report, (ii) the open pit design evaluations are set out in GTA's news release dated June 17, 2015, and (iii) the results of GTA's 2018 drill program are set out in GTA's news release dated February 25, 2019. The results of GTA and CBLT's evaluations to date include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the economic viability of this material will be realized in future studies.

Omni intends to complete a current National Instrument 43-101 technical report on the Property in connection with the Transaction (the "2020 Technical Report").

Summary of Transaction

The LOI is a non-binding agreement which sets out the principal terms on which the parties have agreed to complete the Transaction. Subject to satisfactory due diligence and successful additional negotiations, the parties intend to enter into a definitive agreement with respect to the Transaction (the "Definitive Agreement") on or before May 8, 2020. Omni paid a \$25,000 non-refundable cash deposit to CBLT on execution of the LOI, and has agreed to pay an additional \$25,000 non-refundable cash deposit to CBLT upon execution of the Definitive Agreement (collectively, the "Deposits").

On completion of the Transaction (the "Closing"), Omni has agreed, among other things, to pay \$300,000 in cash to CBLT and issue to CBLT an aggregate of \$1,100,000 worth of common shares in the capital of Omni (each, an "Omni Share") on a post-Consolidation (as defined herein) basis at a price equal to the price of the Sub Receipts (collectively, the "Consideration Shares"). Prior to the Closing, CBLT will execute and deliver to Omni a voluntary escrow agreement, to be effective as of the Closing (the "Escrow Agreement"). The Escrow Agreement will provide, among other things, that all Consideration Shares will be deposited into escrow, with an escrow agent to be determined by Omni in its sole discretion and at the expense of Omni, and with the

Consideration Shares to be released from escrow as to 25% on each of the days which is four, six, eight and 12 months after the Closing. CBLT will be entitled to vote any Consideration Shares that are held in escrow, but will not be entitled to transfer, option or otherwise encumber any of such Consideration Shares without the prior written consent of Omni. This voluntary escrow will be in addition to any escrow required by the policies of the any stock exchange.

In addition, under the terms of the LOI, Omni has agreed to consolidate its total issued and outstanding common shares (each, an "Omni Share") on the basis of five pre-consolidation Omni Shares for one post-consolidation Omni Share (collectively, the "Consolidation") prior to Closing. Omni has also agreed to raise gross proceeds of not less than \$1.5 million through the private placement (the "Financing") of subscription receipts of Omni (each, a "Sub Receipt"). Each Sub Receipt will be issued at a subscription price of \$0.60 per Sub Receipt on a post-Consolidation basis and will consist of one Omni Share and one common share purchase warrant (each, a "Financing Warrant"), with each Financing Warrant entitling the holder to acquire one additional post-Consolidation Omni Share at an exercise price of \$1.00 per post-Consolidation Omni Share for a period of 2 years.

Completion of the Transaction remains subject to a number of conditions, including satisfactory due diligence, entry into a Definitive Agreement, Omni completing the Financing, Omni completing the Consolidation, Omni obtaining the 2020 Technical Report, Omni applying to list its common shares on a Canadian stock exchange, CBLT documenting sufficient and timely expenditures on the Property to meet the listing requirements of the Canadian Securities Exchange (the "CSE"), receipt of all requisite approvals, and other conditions customary for transactions of this nature. The LOI includes a completion deadline of August 31, 2020. The parties will endeavor to complete the Transaction as soon as practicable and intends to complete the Transaction prior to the completion deadline. There can be no assurance that the Transaction will be completed as proposed or at all. Finder's fees may be payable in connection with the Transaction or the Financing.

Under the terms of the LOI, if CBLT, or any affiliate stakes or otherwise acquires any rights ("Additional Rights") to minerals located wholly or partially within or contiguous to the area located within two (2) kilometers from any portion of the exterior boundaries of the Property, as such exterior boundaries exist on the Closing (the "Area of Interest"), it must provide notice to Omni of such acquisition and the details thereof, and Omni will have the election, to be exercised within thirty (30) days of the receipt of the notice of such Additional Rights, whether to include the Additional Rights in the Property (whether such rights are contained wholly within the Area of Interest or only partially within the Area of Interest).

Peter Clausi, President and CEO of Omni is also the President of CBLT. Mr. Clausi abstained from voting on the approval of the LOI by the board of directors of each Omni and CBLT, as applicable.

Corporate Update

John Veltheer has been appointed as CEO of the Company effective April 24, 2020. Mr. Veltheer has served as a director of the Company since February 24, 2020. Mr. Veltheer fills the vacancy created by Peter Clausi who resigned as a director, President and CEO of the Company on April 24, 2020. The Company thanks Mr. Clausi for his service and wishes him well in his future endeavours.

Dr. Veltheer is a seasoned public company director. He has completed numerous public listings and reverse merger transactions over a broad cross-section of industries since 1996 and is singularly focused on building and protecting stakeholder value in the startup and public company arenas. In the private space, Dr. Veltheer is currently chief executive officer and director for Liquid Home Ownership Inc., a full-stack startup reshaping home ownership and investment and director of Innovation Metals Corp., a company focused on building separation solutions for the supply chain in green-energy metals. In the public space, Dr. Veltheer is a chief financial officer and director of Sixth Wave Innovations Inc., a nanotechnology company focused on extraction and detection of target substances at the molecular level. Dr. Veltheer obtained his BSc (Hons) from Queen's University in 1988 and his PhD from the University of British Columbia in 1993.

Further to Omni's news releases dated March 16, 2020 and April 17, 2020, the previously announced transaction agreement with Dreamfields Brands, Inc. ("Dreamfields") has expired. Dreamfields has not delivered its audited financial statements to Omni. In light of this and the current state of the capital markets and marijuana market at this time, Omni's management has determined that it will not proceed with the contemplated transaction at this time but remains optimistic of an alternative transaction in the future.

Omni is working to complete the amalgamation transaction with 1204970 B.C. Ltd. ("4970"), a private British Columbia corporation which is a creditor of Dreamfields (the "Amalgamation"), which was previously announced on April 17, 2020. The Amalgamation will be completed by way of a three-cornered amalgamation among Omni, a wholly-owned subsidiary of Omni and 4970 pursuant to the terms of the

amalgamation agreement among the parties, the terms of which are summarized in Omni's April 17, 2020 news release. Upon completion of the Amalgamation, and as mentioned, Omni intends to work with Dreamfields to assist them with pursuing alternate business plans, and to protect the amounts owed by Dreamfields to Omni.

About Omni

Omni is headquartered in Vancouver, British Columbia and is a reporting issuer in British Columbia and Alberta.

ON BEHALF OF THE BOARD OMNI COMMERCE CORP.

Per: "John Veltheer"
John Veltheer, CEO

For further information, please contact:

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Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian legislation. All statements in this news release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, the entry into the Definitive Agreement and the closing of the Transaction (and the transactions contemplated thereby, including the Consolidation and the Financing), plans for further exploration of the Property, and completion of the Amalgamation are forward-looking statements. Although the Company believes that such statements are reasonable and reflect expectations of future developments and other factors which management believes to be reasonable and relevant, the Company can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: "believes", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "would", "will", "potential", "scheduled" or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that it and CBLT will obtain the required approvals for the Consolidation and the Transaction, as applicable, market fundamentals will result support the viability of gold mineral exploration, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future development of the Property, the availability of the financing required for the Company to carry out its planned future activities, to retain and attract qualified personnel and the ability of the Company to complete the Amalgamation and protect the amounts owed to it by Dreamfields.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include the inability of the Company to close the Transaction (including as a result of the inability of the Company and CBLT to obtain the required approvals), complete the Consolidation and the Financing, execute its proposed business plans, and carry out planned future activities. The novel coronavirus and COVID-19 pose new risks that are currently indescribable and immeasurable. Other factors may also adversely affect the future results or performance of the Company, including general economic, market or business conditions, future prices of cannabis, changes in the financial markets and in the demand for cannabis, changes in laws, regulations and policies affecting the cannabis industry, risks related to the acquisition of the Property and the Company's investment and operation in the mineral exploration sector in Northern Ontario, as well as the risks and uncertainties which are more fully described in the Company's annual and quarterly management's discussion and analysis and in other filings made by the Company with Canadian securities regulatory authorities under the Company's profile at www.sedar.com. Readers 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.

These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in these forward-looking statements.

SOURCE: Omni Commerce Corp.

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