

Lahontan Gold Corp. Announces Cdn\$10,000,000 Brokered Private Placement

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TORONTO, Nov. 22, 2021 - [Lahontan Gold Corp.](#) (the "Company" or "Lahontan" or "LGC") is pleased to announce that, in connection with the previously announced Business Combination involving 1246765 B.C. Ltd. ("765") and LGC (the "Business Combination"), and pursuant to the amalgamation agreement dated February 1, 2021 ("Amalgamation Agreement"), as further described in the original press release dated February 1, 2021, that Lahontan has entered into an agreement with Beacon Securities Limited ("Beacon") as lead agent and sole bookrunner on behalf of a syndicate of agents (together with Beacon, the "Agents") in connection with a best efforts private placement of up to 22,300,000 subscription receipts (the "Subscription Receipts") at an indicative price of \$0.45 per Subscription Receipt (the "Issue Price") for gross proceeds to LGC of up to \$10,035,000 (the "Offering").

Each Subscription Receipt issued pursuant to the Offering will entitle the holder thereof to receive, upon satisfaction of the Escrow Release Conditions (as defined below) and without the payment of any additional consideration, one unit of LGC (each, an "Underlying Unit"), with each Underlying Unit comprised of one common share in the capital of LGC (each an "LGC Share") and one-half of one common share purchase warrant of LGC (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one additional LGC Share (each, a "Warrant Share"), at an exercise price of \$0.65 per Warrant Share at any time during the period ending 24 months following the closing of the Offering. In the event that the Escrow Release Conditions are not satisfied on or prior to the date that is 90 days after closing of the Offering, being the deadline to satisfy the Escrow Release Conditions, then, subject to any extensions, the Escrowed Proceeds (as defined herein) will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be cancelled. Pursuant to the Amalgamation Agreement, the LGC Shares and other securities of LGC (including, for certainty, the LGC Shares and Warrants comprising the Underlying Units issued upon conversion of the Subscription Receipts) will be exchanged for common shares ("Resulting Issuer Shares") and other securities of 765. Similarly, pursuant to the Business Combination, each Compensation Option (as defined herein) would be subsequently exchanged for Resulting Issuer Share compensation options.

The gross proceeds of the Offering less 50% of the Commission (as defined herein) and certain expenses of the Agents (such net amount, the "Escrowed Proceeds") will be placed into escrow and released to LGC, subject to the receipt of all required corporate, shareholder and regulatory approvals in connection with the Business Combination and the completion or satisfaction of all escrow release conditions (collectively, the "Escrow Release Conditions") as set out in the Agency Agreement (as defined herein). Provided that the Escrow Release Conditions are satisfied or waived (where permitted) prior to 5:00 p.m. (Toronto time) on the date that is 90 days after closing of the Offering (the "Escrow Release Deadline"), the remaining 50% of the Commission (and any interest earned thereon) and certain expenses of the Agents will be released to the Agents from the Escrowed Proceeds, and the balance of the Escrowed Proceeds (together with interest earned thereon) will be released to LGC. However, in the event that the Escrow Release Conditions are not satisfied by the Escrow Release Deadline, the Escrowed Proceeds of the Offering will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be cancelled.

In connection with the Offering, LGC has granted the Agents an option, exercisable by Beacon on behalf of the Agents, to sell up to an additional \$1,505,250 of Subscription Receipts at the Issue Price, exercisable in whole or in part at any time up to 48 hours prior to the closing date of the Offering.

The Offering will be conducted pursuant to the terms of an agency agreement to be entered into between 765, LGC and the Agents on the closing date of the Offering (the "Agency Agreement").

In connection with the Offering, the Agents will receive a cash commission equal to 6% of the gross proceeds (reduced to 3% for proceeds received pursuant to sales to certain purchasers on a "president's list") (the "Commission") and issue that number of compensation options to the Agents equal to 6% of the aggregate number of Subscription Receipts sold pursuant to the Offering (reduced to 3% for Subscription Receipts issued to certain purchasers on a "president's list") (the "Compensation Options"). Each Compensation Option will be exercisable for one Underlying Unit at the Issue Price of the Subscription Receipts for a period of 36 months following the conversion of the Subscription Receipts.

The net proceeds of the Offering will be used for working capital and for the continuation of exploration

drilling at its 100% owned Flagship Santa Fe Gold-Silver Project located in Nevada's prolific Walker Lane.

The Offering will be conducted in all provinces of Canada and in the United States pursuant to private placement exemptions and in such other jurisdictions as are agreed to by 765, LGC and Beacon. The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Kimberly Ann, Chairwoman, President, and CEO of Lahontan Gold Corp. commented: "Lahontan is excited to work with Beacon and the syndicate in putting together this transformative financing for the Company. LGC is well down the path of completing its listing on the TSX Venture Exchange and the Offering is a critical component."

Amalgamation Agreement:

Pursuant to the Amalgamation Agreement, which was amended on October 15, 2021, the parties agreed to effect the Business Combination by way of a three-cornered amalgamation (the "Amalgamation") pursuant to which (i) LGC will amalgamate with a wholly-owned subsidiary of 765 incorporated pursuant to the provisions of the Business Corporations Act (Ontario), (ii) all of the outstanding LGC shares, with a deemed price of \$0.45, will be cancelled and, in consideration therefor, the holders thereof will receive Resulting Issuer Shares on the basis of one LGC Share for one Resulting Issuer Share (the "Exchange Ratio"), and (iii) the amalgamated corporation will become a wholly-owned subsidiary of 765. After giving effect to the Amalgamation, the shareholders of LGC will collectively exercise control over 765. Pursuant to the Amalgamation, all securities of LGC convertible into LGC Shares will cease to represent a right to acquire LGC Shares and will provide for the right to acquire the same number of post-Consolidation Resulting Issuer Shares at the same exercise price per share, reflecting the Exchange Ratio.

About Lahontan Gold Corp:

Lahontan Gold Corp. is a privately held Canadian mineral exploration company that holds, through its US subsidiaries, three top-tier gold and silver exploration properties in the Walker Lane of mining friendly Nevada. Lahontan's flagship property, the 18 km² Santa Fe Project, is a past producing gold and silver mine with excellent potential to host significant gold and silver resources (past production of 345,000 ounces of gold and 710,000 ounces of silver between 1988 and 1992; Nevada Bureau of Mines and Geology, 1996). Modeling of over 110,000 metres of historic drilling, geologic mapping, and geochemical sampling outline both shallow, oxidized gold and silver mineralization as well as deeper high grade potential resources. The Company plans an aggressive 25,000 metre drilling program with the goal of publishing a National Instrument 43-101 ("NI 43-101") compliant mineral resource estimate in Q1 2022. For more information, please visit our website: www.lahontangoldcorp.com

All scientific and technical information in this press release has been reviewed and approved by Quentin J. Browne, P.Geol., Consulting Geologist to Lahontan Gold Corp., who is a qualified person under the definitions established by NI 43-101.

On behalf of the Board of Directors

Kimberly Ann
Chairwoman, President and Chief Executive Officer

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Cautionary Note Regarding Forward-Looking Statements:

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed Business Combination; the terms and conditions of the Offering, including the Issue Price; use of proceeds from the Offering; the satisfaction or waiver of the Escrow Release Conditions and the payment of the Commission; the conversion of the Subscription Receipts; and the business and operations of 765 after the proposed Business Combination. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: satisfaction or waiver of all applicable conditions to the completion of the Business Combination (including receipt of all necessary shareholder, stock exchange and regulatory approvals or consents, and the absence of material changes with respect to the parties and their respective businesses); ability to close the Business Combination on the proposed terms or at all; ability to close the Offering on the proposed terms or at all, the risk that the Escrow Release Conditions may not be satisfied prior to the Escrow Release Deadline, the occurrence of unanticipated events and factors which impede or prevent the parties' respective future business plans; such other factors beyond the control of the parties (including, such those set out in 765's public disclosure documents available on SEDAR (www.sedar.com) under 765's issuer profile; the synergies expected from the Business Combination not being realized; business integration risks; fluctuations in general macroeconomic conditions; fluctuations in securities markets; fluctuations in spot and forward prices of gold, silver, base metals or certain other commodities; fluctuations in currency markets (such as the Canadian dollar to United States dollar exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations pressures, cave-ins and flooding); inability to obtain adequate insurance to cover risks and hazards; the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities and indigenous populations; availability of increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development (including the risks of obtaining necessary licenses, permits and approvals from government authorities); and title to properties.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. 765 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 required by law.

Completion of the Business Combination is subject to a number of conditions, including but not limited to, TSXV acceptance. Where applicable, the Business Combination cannot close until the required shareholder approval is obtained. There can be no assurance that the Business Combination will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the listing application to be prepared in connection with the Business Combination, any information released or received with respect to the Business Combination may not be accurate or complete and should not be relied upon.

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.

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