

Norzinc Closes \$3.3m Private Placement To Initiate Construction Of Pioneer Winter Road

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VANCOUVER, Dec. 13, 2021 - [NorZinc Ltd.](#) (TSX: NZC) (OTCQB: NORZF) (the "Company" or "NorZinc") is pleased to announce the closing of an equity financing agreement (the "Equity Financing") with RCF VI CAD LLC ("RCF"). Pursuant to the Equity Financing, the Company issued an aggregate of 68,451,708 common shares of the Company ("Common Shares") to RCF on a non-brokered private placement basis, at a price of \$0.048363 per share for gross proceeds of approximately \$3.3 million.

The proceeds from the Equity Financing will be used to progress plans on Phase 1 of the All-Season Road ("ASR") and other construction needs of the Prairie Creek Project as well as for general corporate purposes.

Rohan Hazelton, President & CEO of NorZinc stated, "This represents the most significant milestone yet in the advancement of the Prairie Creek Project as it enables the commencement of construction of the all-season access road, marking the start of the development phase of the Company. Ultimately, this will be the first all-season road to Prairie Creek in the project's 50-year history. The first phase of construction, known as the pioneer winter road, will re-open and cut new trails, where designated, along the access road corridor, allowing for acquisition of critical geotechnical data for subsequent road-building campaigns and to walk in key pieces of heavy equipment required for on-site early construction projects in the following summer season."

"Construction of the road is key to remaining on track with our targeted development schedule and production expected in late 2024. This transaction keeps the project progressing while we evaluate financing alternatives for complete scope of this pioneer winter road and the broader project. We are very pleased to receive continued financial, as well as technical, support from our major shareholder RCF allowing us to remain on schedule."

"The Company continues to consider multiple development financing activities for the activities in the coming year pending availability of suitable financing along with permit readiness activities."

"The Company also plans to formally initiate an updated Feasibility Study in December 2021 following initial feasibility level work completed over the past month. The study will seek to build on the robust results of the October 2021 Preliminary Economic Assessment, and provide a higher level of detail and confidence, while exploring the multiple opportunities for optimization and expansion previously identified."

Common Shares issued in the Equity Financing will be subject to a four-month hold period under applicable Canadian securities laws.

Early Warning Disclosure

RCF is providing the following additional information pursuant to the early warning requirements of applicable Canadian securities laws:

RCF acquired 68,451,708 Common Shares for an aggregate purchase price of \$3,310,529.95, which increased RCF's aggregate shareholding percentage in the Common Shares (together with its affiliates) by approximately 5.14 %.

Immediately prior to the closing of the Equity Financing, RCF (together with its affiliates) beneficially owned an aggregate of 297,427,065 Common Shares and 7,692,307 warrants of the Company ("Warrants"), representing approximately 43.45% of the issued and outstanding Common Shares, or 305,119,372

Common Shares (44.08%) on a partially-diluted basis assuming exercise of the Warrants. Immediately following closing of the Equity Financing, RCF (together with its affiliates) beneficially owns an aggregate of 365,878,773 Common Shares and 7,692,307 Warrants, representing approximately 48.59% of the 752,968,790 Common Shares that are issued and outstanding as of the closing date of the Equity Financing, or 373,571,080 Common Shares (49.11%) on a partially-diluted basis assuming exercise of the Warrants.

The Common Shares were acquired for investment purposes. RCF may from time to time acquire additional securities, dispose of some or all of the existing or additional securities, or may continue to hold the securities of the Company. Pursuant to a second amended and restated investor rights agreement dated April 24, 2020 between RCF and the Company, RCF has the right to participate in future equity financings of the Company to maintain its then current equity ownership in the Company on terms no less favourable than those offered to other investors in such financings (subject to certain exceptions).

RCF's head office is located at 1400 Wewatta Street, Suite 850, Denver, CO, 80202. NorZinc's address is 701 West Georgia Street, Suite 1875, Vancouver, BC V7Y 1C6. A copy of RCF's early warning report in respect of the Equity Financing may be obtained by contacting Molly Campbell at +1 720 946 1444.

MI 61-101 Disclosure

RCF is an insider of the Company. Accordingly, the Equity Financing is considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Pursuant to MI 61-101, the Company will file a material change report providing disclosure in relation to each "related party transaction" on SEDAR under NorZinc's issuer profile at www.sedar.com. The Company did not file the material change report more than 21 days before the expected closing date of the Equity Financing as the details of the Equity Financing and the participation therein by the "related party" of the Company were not settled until shortly prior to the closing of the Equity Financing, and the Company wished to close the Equity Financing on an expedited basis for business reasons. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(1)(b) as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization.

About NorZinc

NorZinc is a TSX-listed mine development Company trading under the symbol "NZC" and on the OTCQB under the symbol "NORZF". NorZinc is focused on developing its 100%-owned high-grade zinc-silver-lead Prairie Creek Project, located in the Northwest Territories

Cautionary Statement - Forward-Looking Information

This press release contains forward-looking information, including, among other things, statements regarding the use of proceeds from the Equity Financing, the impact of the ASR on the Prairie Creek Project the development of the Prairie Creek Project, the Company's plans and objectives in connection therewith and the initiation of an updated Feasibility Study. In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that the Company believes are reasonable, including that the Company will be able to use the proceeds of the Equity Financing as anticipated, that the impacts of the ASR on the Prairie Creek Project will be as expected and that the Company will be able to carry out its plans as anticipated. However, the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such uncertainties and risks include, among others, risks related to the COVID-19 global health crisis, financing risks, delays in obtaining or inability to obtain required regulatory approvals, inability to use the proceeds from the Equity Financing and inability to complete the ASR or carry out its business plans as anticipated as well as all of the risk factors described in the Company's most recent Annual Information Form and Management's Discussion & Analysis available for review on the Company's profile at www.sedar.com. The Company disclaims any intention or obligation to update or revise any forward-looking information, except as required by applicable law.

SOURCE [NorZinc Ltd.](#)

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