

NGEx Minerals Announces C\$40 Million Private Placement

20.07.2023 | [CNW](#)

VANCOUVER, BC, July 20, 2023 /CNW/ - [NGEx Minerals Ltd.](#) (TSXV: NGEX) ("NGEx Minerals" "NGEx" or the "Company") pleased to announce that it intends to sell on a non-brokered private placement basis, an aggregate of up to 6,155,000 shares of the Company (the "Common Shares") at a price of C\$6.50 per Common Share for gross proceeds of up to C\$40.0 million (the "Private Placement"). View PDF version.

In connection with the Private Placement, each of Lorito Holdings S.à.r.l. ("Lorito"), Zebra Holdings and Investments S.à.r.l. ("Zebra"), and Nemesia S.à.r.l. ("Nemesia", and together with Lorito and Zebra, the "Lundin Family Trusts"), being the largest shareholders, have indicated their intention to participate in the Private Placement, subject to customary conditions of satisfaction with the terms of the Private Placement. The Lundin Family Trusts have indicated their intention of subscribing for C\$40.0 million of the Private Placement.

Net proceeds of the Private Placement will be predominantly used towards furthering exploration programs at the Luna exploration project in San Juan Province, Argentina, continued exploration and maintenance of the Company's Los Helados project located in Region III, Chile, the repayment of amounts drawn against a US\$3 million credit facility that matures in September 2024, if any, as well as for general corporate and working capital purposes.

Completion of the Private Placement will be subject to regulatory approval, including the approval of the TSX Venture Exchange and certain other customary conditions including, but not limited to, execution of subscription agreements between the Company and the subscribers. The Common Shares will be offered by way of prospectus exemptions in Canada and the Common Shares sold in the Private Placement will be subject to a hold period of four months plus one day. The Company may pay a 5.0% commission fee in cash or Common Shares on all or a portion of the Private Placement.

The issuance of Common Shares to insiders constitutes a "related party transaction", as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transactions will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any Common Shares issued to, nor the consideration paid, by such persons will exceed 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein in or in any jurisdiction in which such an offer or sale would be unlawful. The securities described herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any U.S. state securities laws and may not be offered or sold in the U.S. or to the account or benefit of a U.S. person or a person in the U.S. absent registration or an applicable exemption from the registration requirements.

ABOUT NGEX MINERALS

NGEx Minerals is a copper and gold exploration company based in Canada, focused on exploration of its Los Helados project located in Chile's Region III and the nearby Lunahuasi copper-gold-silver project located approximately 12 kilometers southwest in San Juan Province, Argentina. Both projects are located within the Vicuña District, which includes the Los Helados and Filo del Sol deposits. Los Helados and Lunahuasi lie along the same major north-northeast trending structure that also hosts the Filo del Sol deposit.

NGEx Minerals is the majority partner and operator for the Los Helados Project, subject to a Joint Exploration Agreement with Nippon Caserones Resources Co., Ltd. which is the 49% owner of the Caserones open pit copper mine located approximately 15km north of Los Helados. [Lundin Mining Corp.](#) holds the remaining 51% stake in Caserones.

The Company is listed on the TSXV under the trading symbol "NGEX". NGEx Minerals is part of the Lundin Group of Companies.

On behalf of NGEx Minerals,

Wojtek Wodzicki,
President and CEO

Additional information relating to [NGEx Minerals Ltd.](#) may be obtained or viewed on the SEDAR website at www.sedar.com or the Company's website at www.ngexminerals.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) is responsible for the accuracy or completeness of this announcement.

Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Statements

Certain statements made and information contained herein in the news release constitutes "forward-looking information" "forward-looking statements" within the meaning of applicable securities legislation (collectively, "forward-looking information"). The forward-looking information contained in this news release is based on information available to the Company as of the date of this news release. Except as required under applicable securities legislation, the Company does not intend, and does not have an obligation, to update this forward-looking information. Generally, this forward-looking information can frequently, but not always, be identified by use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words or phrases or statements that certain actions, events, conditions or results "will", "may", "could", "would", "might" or "will be able to" occur or "be achieved" or the negative connotations thereof. All statements other than statements of historical fact may constitute forward-looking statements.

Forward-looking statements contained in this news release include statements regarding the closing of the Private Placement (including receipt of all required regulatory approvals), the number of Common Shares sold pursuant to the Private Placement, insider participation in the Private Placement, the use of proceeds from the Private Placement, the focus and objective of the Company's work programs, the expected results or success of future exploration activities, and the growth strategy of the Company. The Company believes that the expectations reflected in such forward-looking statements and/or information are reasonable, but such reliance should not be placed on forward-looking statements since the Company can give no assurance that such expectations will prove to be correct. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including but not limited to: receipt of required regulatory approvals for, and the closing of, the Private Placement, insider participation in the Private Placement, Mineral Resources estimates, estimations of costs, and permitting time lines; ability to obtain surface rights and property interests; currency exchange rate fluctuations; requirements for additional capital; changes to government regulatory requirements; mining activities; environmental risks; unanticipated reclamation or remediation expenses; title disputes or claims; limited insurance coverage; and other risks, uncertainties and other factors identified in the Company's periodic filings with Canadian securities regulators. In addition, these statements involve assumptions made including that the current price of and demand for commodities will be sustained or will improve, that the general business and economic conditions will not change in a materially adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material labour dispute, accident, or failure of plant or equipment. These factors are not, and should not be construed as, exhaustive.

The forward-looking statements contained in this news release are made as at the date of this news release and the Company does not undertake any obligations to publicly update and/or revise any of the included forward-looking statements, whether as a result of additional information, future events and/or otherwise, except as may be required by applicable securities laws. Forward-looking information is provided for the purpose of providing information about management's current expectations, plans and allowing investors and others to get a better understanding of the Company's operating environment. Although the Company has attempted to identify important factors that would cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. 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. All the forward-looking information contained in this document is qualified by these statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainties thereof.

Cautionary Note to U.S. Readers

Information concerning the mineral properties of the Company contained in this news release has been prepared in accordance with the requirements of Canadian securities laws, which differ in material respects from the requirements of securities laws of the United States applicable to U.S. companies subject to the reporting and disclosure requirements of the United States Securities and Exchange Commission.

SOURCE [NGEx Minerals Ltd.](#)

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Die URL für diesen Artikel lautet:

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