

African Energy Metals Announces Definitive Agreement to Earn a 100% Interest in a Flin Flon Manitoba High Grade Polymetallic Copper Project

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[African Energy Metals Inc.](#) (TSXV: CUCO; FSE: BC2; WKN: A3DEJG) ("African Energy Metals" or the "Company") has signed a definitive agreement with [Voyageur Mineral Explorers Corp.](#) ("Voyageur") (the "Definitive Agreement") to earn a 100% interest in the Mink Narrows Group high-grade polymetallic copper VMS project (the "Project") located in the prolific Flin Flon Manitoba VMS mining camp. The Project is located 25 km southeast of Flin Flon, Manitoba.

Highlights:

- Project subject of extensive exploration by Falconbridge Ltd. ("Falconbridge") and [Hudbay Minerals Inc.](#) ("HudBay") with over 15,000 m of drilling and multiple geophysical programs.
- Polymetallic copper deposit (copper/zinc/nickel/gold/silver/cobalt) with four distinct metal regions contained in 54 claims in the 72.4 km² contiguous property.
- Historical non-compliant resource with average grades of 1.5% copper and 0.5% zinc with one zone from surface to 500 m and open to depth and strike.
- Drill Hole MN-00-38 intersected 4.17% copper, 0.34% zinc, 11.8g/t silver and 255 ppb gold over 4.1 m.
- Project is located 25 km from Flin Flon and is traversed by a provincial road and power lines, 500 meters from rail and 2 km from the Flin Flon airport.
- Flin Flon has a long history as a mining town and Flin Flon camp has produced over 170 million tons of sulphide ore from 31 VHMS deposits with over \$1.6 billion invested in the region for road, rail, power, and water infrastructure to facilitate quick development of new discoveries. (2002 NRC Current Research).
- Located 27 km from the HudBay zinc copper processing facility and 777 copper-zinc mine.

The Project represents a substantial opportunity to develop a copper/zinc/gold/silver/nickel polymetallic deposit within the Flin Flon mining camp, a camp known globally for its extensive mineral richness and existing infrastructure.

Stephen Barley, Executive Chairman stated: "We are very excited to announce this transformational agreement, which will allow us to fulfill our vision of establishing a diversified metals company in Manitoba. This Project has the potential to develop a company-making asset in Manitoba, the best mining province in Canada. Through the high-quality work completed by Falconbridge and HudBay, we are starting with a significant amount of technical information which will allow us to accelerate an aggressive work program with a high level of confidence. One of the key assets is the Project comes with a geological technical support team located in Flin Flon with over 70 years of combined experience in the region and with existing strong relationships with local partners and suppliers."

Benefits to African Energy Metals shareholders:

- The Project establishes a district-scale opportunity with four separate and distinct high-potential targets with varying metals.

- Transformational agreement with Voyageur - could transform the Company into an immediate exploration leader in the region.
- Excellent growth potential - the Copper Reef copper zinc deposit is open for expansion at depth and on strike, and based on completed geophysical work there is significant growth potential in the resource and the potential for a parallel new deposit.
- Experienced partners and team members - key members will be continuing their work on the Project as either technical advisors or as senior management or Directors of African Energy Metals and all have strong ties to the Flin Flon mining community.
- Quality jurisdiction - Manitoba is a top mining jurisdiction with significant access to capital for exploration and development, which are eligible for critical mineral exploration tax credits and Manitoba super flow-through exploration tax credits as well as the Manitoba Minerals Development Fund (MMDF) which is a provincial fund, administered by the Manitoba Chambers of Commerce, that provides funding for northern economic development and mining projects that create Indigenous partnerships, increase local employment and stimulate investment in Northern Manitoba.

The Mink Narrows Group located on the southern margin of Arc rocks in the main Camp has significant polymetallic growth potential. It has geological similarities to the Coronation, Birch and Konuto Mines Trend located in the western margin of the main Flin Flon camp in Saskatchewan which are also hosted by a primitive arc sequence, dominated by mafic volcanic rocks with copper-rich deposits. Reference to this nearby property is for information only and there are no assurances that the Company will achieve the same results at the Mink Narrows Group project.

The Flin Flon belt (FFB) is one of the largest Proterozoic volcanic-hosted massive sulphide (VMS) districts in the world, containing 27 Cu-Zn-(Au) deposits from which more than 162 million tonnes of sulphide have already been mined or are in development within these deposits. The FFB is composed of structurally juxtaposed volcanic and sedimentary assemblages that were emplaced in a variety of tectonic environments. The major 1.92-1.88 Ga components (tectonostratigraphic assemblages) of the central Flin Flon belt include aurally significant juvenile arc and juvenile ocean-floor rocks (Mid Oceanic Ridge Basalt (MORB)), and minor contaminated arc, ocean-plateau and ocean-island basalt. Most of the mined VMS deposits in the Flin Flon belt are associated with the juvenile arc volcanic rocks. Gold mineralization in the FFB is less thoroughly studied but at Flin Flon has been shown to be intimately associated with late brittle-ductile shear zones that follow peak tectonic and metamorphic activity within the Trans-Hudson Orogen. The western part of the property is dominated by volcanic rocks while the eastern part of the property is dominated by plutonic rocks. In the western part of the property the geology consists of a sequence of northeast-trending volcanic rocks and gabbroic dykes and sills that trend through the Mink Narrows area of Lake Athapapuskow through Payuk Lake to the Twin Lakes area. These lithologies are bound by a series of major NE to ENE trending faults most notably the Mistik Creek Shear Zone (to the north) and the Payuk Lake fault (to the south). Historically, all of the volcanic rocks have been interpreted to have arc volcanic polymetallic and semi-massive polymetallic sulphide lenses extending over a kilometeric strike length within a strongly dipping basin filled by felsic volcanism products. Sulphide-rich mineralization is mostly hosted in rhyolite and associated tuffs. Two main types of mineralization characterize the Copper Reef deposit. Prior drilling has established the continuity down to a vertical depth of 500 meters.

Project summary

Location: The Project comprises 54 claims covering 72.4 km² (7,240 hectares) in the Flin Flon mining camp in west central Manitoba. There are year-round access roads; nearby railways, and a power line running through the Project.

History: The Mink Narrows property has a long history of mineral exploration beginning in the 1920s when the first claims were staked. Exploration for VMS style mineralization was initially reported by Buckham (1942) when the Copper Reef mineralization was first described. Early prospecting also focused on epigenetic gold mineralization, particularly in the Payuk, Neso and B.C. Lake areas targeting mineralization led to the discovery of small gold deposits such as the Joplin, Payuka, Parres, Neso Lake Gold and Goldome deposits.

Resource: In 1969, Falconbridge produced a historic mineral resource estimate on the Copper Reef Deposit

(Karup-Moller 1969) of over 500,000 tons with an average grade of 1.5% copper and .5% zinc. Although the resource and data are considered reasonable, they cannot be verified. It is not a NI 43-101 compliant resource estimate and should be considered historical and the Company does not consider this to be a current resource. The resource estimate is relevant to ongoing exploration activities on the Project. It provides a starting resource for further exploration in and around the Copper Reef Deposit and it provides a target deposit type for continued exploration along strike from the deposit and elsewhere in the Mink Narrows Property. There are no other more recent resource estimates.

Expansion Potential

The Copper Reef deposit has a continuous strike length of 0.4 km with additional mineralization on strike with similar geology and alteration. The deposit is drilled to a depth of 500m and open to depth. The deposit shows expansion potential at depth with potential other deposits on strike.

Given the nature of the VMS systems typically observed in the Flin Flon camp, the Company, therefore, believes that the growth potential is significant and will provide further details in upcoming releases to highlight its exploration plan.

NI 43-101 Technical Report

A compliant NI 43-101 Technical Report has been completed on the Mink Narrows Group of projects by John G. Pearson M.Sc. P.Geo., FGC, FEC (Hon) dated January 23, 2023, and reissued on March 25, 2024. A copy of the report will be filed on SEDAR after a review has been completed by the TSX Exchange Venture.

Terms of the Definitive Agreement:

Under the terms of the Definitive Agreement dated April 4, 2024, African Energy Metals has the right to earn a 100% interest in the Project through the exercise of an option on the Property with an exploration earn-in requirement of CAD\$ 1,000,000 over a four-year period as set out in the table below. The Project is subject to a net smelter return royalty of 2% granted to Voyageur. In addition to the exploration expenditures, the Definitive Agreement requires the issuance of the greater of 1,800,000 common shares of the Company or \$300,000 worth of common shares of the Company at a minimum value of \$0.045 per common share to Voyageur over the term of the agreement. The Company has agreed to pay a maximum of \$55,000 to Voyageur over the term of the agreement. Voyageur is arm's length party to the Company. The share issuances and payments under the Definitive Agreement are subject to the approval of the TSX Venture Exchange.

The Project was the subject of an existing option agreement between Voyageur and Laser Gold Resources Inc. ("Laser Gold"). Laser Gold has agreed to terminate the earlier option agreement pursuant to a compensation agreement dated April 4, 2024, with the Company (the "Compensation Agreement"). Under the terms of the Compensation Agreement, the Company has agreed to issue 4,000,000 common shares and pay CAD\$40,000 to Laser Gold. The terms of the Compensation Agreement provide that the shares to be issued to Laser Gold may be issued in tranches and will not be issued until such time as Laser Gold will not be holding shares of the Company that exceed 9.9% of the issued and outstanding shares of the Company. Laser Gold is arm's length party to the Company and to Voyageur. The share issuances and payments under the Compensation Agreement are subject to the approval of the TSX Venture Exchange.

Optioned Property - Mink Narrows

Time of Commitment	Cash or Royalty Payment	Consideration Shares
Upon TSX Venture Exchange approval	\$10,000 in cash	200,000
On or before August 14th, 2024		The greater of 200,000 or \$20,000 in Consideration trading price of the common shares of the Company

On or before August 14th, 2025		The greater of 200,000 or \$40,000 in Consideration trading price of the common shares of the Company
On or before April 14th, 2026	\$10,000 in cash	The greater of 300,000 or \$60,000 in Consideration trading price of the common shares of the Company
On or before April 14th, 2027	\$10,000 in cash	The greater of 400,000 or \$80,000 in Consideration trading price of the common shares of the Company
On or before April 14th, 2028	\$25,000 in cash	The greater of 500,000 or \$100,000 in Consideration trading price of the common shares of the Company
On the Exercise Date	Royalty 2% NSR(1)	

1. (1)A 2% NSR will be granted on the Property and all mineral dispositions related thereto on the exercise of the option.
2. (2)The option can be accelerated if the total cash, shares, and work commitments are met earlier than the scheduled date.

Concurrent with the closing of the acquisition of the Project, the Company has agreed to appoint Richard Masson as President and CEO of the Company. The Company has also agreed to appoint Jim Engdahl as a director of the Company. Mr. Engdahl is currently the Chairman of Laser Gold, which is a private company.

Concurrent Part and Parcel Private Placement and Future Private Placements

The Company intends to complete a non-brokered concurrent part and parcel private placement (the "Financing") of up to 3,000,000 units (each a "Unit") at a price of CAD \$0.05 per Unit for aggregate proceeds of CAD \$150,000. Each unit will consist of one common share of the Company (a "Share") and one-half of one common share purchase warrant (with two half warrants being a "Warrant"). Each Warrant will entitle the holder thereof to acquire one additional common share in the capital of the Company (a "Warrant Share") at a price of \$0.075 per Warrant Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is 12 months following the closing date and at a price of \$0.10 per Warrant Share at any time prior to 5:00 pm (Vancouver time) on the date that is 24 months following the closing date. The Warrant may be subject to accelerated exercise provisions.

The proceeds from the Financing will be used for general working capital purposes primarily relating to the approval and closing of the Project acquisition. In connection with the Financing, the Company may pay finder's fees in cash or securities or a combination of both, as permitted by the policies of the TSX Venture Exchange.

The securities issued pursuant to the Financing will be subject to a hold period under applicable securities laws, which will expire four months plus one day from the date of closing of the Financing. Closing of the Financing is subject to receipt of all necessary corporate and regulatory approvals, including approval of the TSX Venture Exchange.

The Company intends to announce additional private placements, both flow-through and non-flow-through to fund exploration work on the Project and for general working capital. The Company reasonably anticipates the additional private placements will result in significant dilution.

Finder's Fees

In connection with the acquisition of the Project, the Company intends to issue up to 1,066,666 common shares as finder's fees to arm's length parties, as permitted by the policies of the TSX Venture Exchange. The shares will be issued to Axiom Exploration Group Ltd. (as to 533,333 shares) and to Lockwood Financial Ltd. (as to 533,333 shares). The securities issued pursuant to the Finder's Fees will be subject to a hold period under applicable securities laws, which will expire four months plus one day from the date of closing of the acquisition of the Projects and is subject to receipt of all necessary corporate and regulatory

approvals, including approval of the TSX Venture Exchange.

Debt Settlement

The Company has agreed to settle \$210,000 of debt owing to its consultants, creditors, and insiders by issuing 4,200,000 Shares in the capital of the Company at a deemed price of \$0.05 per Share. No warrants will be issued in connection with the debt settlement.

The debt settlement transaction is subject to the approval of the TSX Venture Exchange, and all Shares issued pursuant to the debt settlements will be subject to a four-month statutory hold period. The debt settlement will not create a new control person.

The Company believes it is in the best interests of its shareholders to reduce the amount of indebtedness to improve its financial position and allow for the acquisition and funding of the Project.

The issuance of a portion of the Shares constitutes a Related Party Transaction within the meaning of Multilateral Instrument 61-101, as directors and officers of the Company will receive an aggregate of 1,500,000 Shares. All the directors of the company without a material interest in the debt settlement, acting in good faith, considered the debt settlement and have determined that the value of the consideration received by the Company is fair and reasonable. The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the debt settlement insofar as it involves related parties, does not exceed 25% of the market capitalization of the Company.

Name Change

Concurrent with or prior to the closing of the acquisition of the Project, the Company intends to change its name to Copper Reef Minerals Inc. and to change the Company's trading symbol to better reflect the new focus of the Company. A further announcement will be made regarding the name change. There will be no share consolidation with the name change.

Qualified Person

This press release was reviewed and approved by Stephen Masson, MSc., P. Geo, who is a qualified person as defined under National Instrument 43-101, and responsible for the technical information provided in this news release.

About African Energy Metals

African Energy Metals is a natural resource company with a focus on the acquisition, exploration, development, and operation of critical metals projects in the Manitoba Flin Flon mining belt. African Energy Metals will have an experienced management and exploration team located in Flin Flon Manitoba.

For further information, please contact:

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Reader Advisory

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.

This news release may contain forward-looking information within the meaning of applicable securities laws. All information and statements other than statements of current or historical facts contained in this news release are forward-looking information.

Forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in African Energy Metals' periodic filings with Canadian securities regulators. When used in this news release, words such as "will", "could", "plan", "estimate", "expect", "intend", "may", "potential", "should," and similar expressions, are forward- looking statements. Information provided in this document is necessarily summarized and may not contain all available material information.

Forward-looking statements include those in relation to African Energy Metals' ability to close on the acquisition of the Project; in relation to satisfying TSX Venture Exchange requirements in connection with the acquisition, the debt settlement, the finder's fees, the private placements; the acceptance of the NI 43-101 technical report, to completing the concurrent private placement, and further private placements. Although African Energy Metals believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can't make any assurances that its expectations will be achieved. Such assumptions may prove incorrect.

Factors that could cause actual results to differ materially from expectations include (i) potential delays due to COVID-19 restrictions; (ii) the failure of African Energy Metals' projects, for technical, logistical, labour relations, or other reasons; (iii) a decrease in the price of minerals below what is necessary to sustain the African Energy Metals' operations; (iv) an increase in the cooperating costs above what is necessary to sustain its operations; (v) accidents, labour disputes, or the materialization of similar risks; (vi) generally, African Energy Metals' inability to develop and implement its successful business plans for any reason.

In addition, the factors described or referred to in the section entitled "Risks Related to the Company's Business" in the Company's Management Discussion and Analysis for the year ended December 31, 2023 and 2022, which is available on the SEDAR at www.sedarplus.ca, should be reviewed in conjunction with the information found in this news release.

Although African Energy Metals has attempted to identify important factors that could cause actual results, performance, or achievements to differ materially from those contained in the forward- looking statements, there can be other factors that cause results, performance, or achievements not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances, or results will materialize. As a result of these risks and uncertainties, no assurance can be given that any events anticipated by the forward-looking information in this news release will transpire or occur, or, if any of them do so, what benefits that African Energy Metals will derive therefrom. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements in this news release are made as of the date of this news release, and African Energy Metals disclaims any intention or obligation to update or revise such information, except as required by applicable law.

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