

American Eagle Announces \$29 Million Strategic Investment by South32

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Toronto, November 11, 2024 - [American Eagle Gold Corp.](#) (TSXV: AE) (OTCQB: AMEGF) ("American Eagle" or the "Company") is pleased to announce that it has entered into a subscription agreement (the "Agreement") with a wholly owned subsidiary of South32 Ltd. (ASX: S32) ("South32"), pursuant to which South32 has agreed to invest approximately \$29.16 million in the Company on a non-brokered private placement basis. Under the terms of the Agreement, American Eagle will issue 33,321,577 common shares in the capital of the Company ("Common Shares") at a price of C\$0.875 per Common Share, representing a 15% premium to the 5-day volume weighted average trading price of the Common Shares on the TSX Venture Exchange (the "TSX-V") ending on November 8, 2024, for gross proceeds of \$29,156,379.88 (the "Offering").

"We are very pleased to welcome South32 as a strategic investor in American Eagle. This investment marks our second major mining enterprise that has endorsed our project and our work at the NAK copper-gold porphyry project. This investment underscores NAK's potential, significantly strengthens our balance sheet, and enhances NAK's profile," said Anthony Moreau, CEO of American Eagle Gold.

"Upon closing of the Offering ("Closing"), American Eagle will hold approximately \$37 million in cash, enabling us to thoroughly test our thesis for NAK through a comprehensive drill program to explore the full extent of the system, including the perimeter of the porphyry stock. We believe NAK has the potential for a large-scale resource with near-surface potential, favorable topography, and excellent infrastructure access."

Under the terms of the Agreement, American Eagle will use the proceeds from the Offering to build on the successes of its 2024 drill program, which expanded NAK's scale and identified additional high-grade zones.

No warrants are included in the Offering, and no finders fees or commissions were paid. Closing of the Offering is expected to occur on or about November 26, 2024 (the "Closing Date"), subject to the satisfaction of customary closing conditions including receipt of all necessary regulatory approvals and acceptance of the TSX-V. The Common Shares will be subject to a statutory hold period of four months plus a day following the Closing Date.

Upon Closing, the Company will be funded for substantial drill program expansions in 2025 and 2026. Further details on the 2025 drill program will be shared once assays from the 2024 program are received.

Immediately following Closing, South32 will hold 33,321,577 Common Shares, representing approximately 19.9% of the issued and outstanding Common Shares on a non-diluted basis. South32 currently holds no other securities of American Eagle.

At Closing, the Company and South32 will enter into an investor rights agreement (the "IRA"). Under the terms of the IRA, South32 has been granted participation and top-up rights to allow South32 to maintain its pro-rata ownership in the Company as well as information rights relating to the NAK project so long as South32's ownership in American Eagle remains greater than 5.0% of the Common Shares on a non-diluted basis. The IRA does not contain any right of first refusal in favour of South32 regarding the sale of shares of the Company. Additionally, the exercise of the participation and top-up rights by South32 under the IRA shall, in no event, result in South32 holding 20% or more of the outstanding Common Shares, unless and until American Eagle shall have first received the requisite shareholder and TSX-V approval.

Pursuant to the IRA, South32 shall also be given the right to nominate one director (the "Investor Nominee") for election to the Company's Board of Directors (the "Board") so long as South32 maintains a 10% or more ownership in American Eagle on a non-diluted basis. If South32 exercises its nomination right, American

Eagle shall, within 10 days, appoint the Investor Nominee to the Board to serve as a member of the Board until the next annual general meeting of the Company. Election of the Investor Nominee to the Board will thereafter be subject to the approval of the Company's shareholders at each annual general meeting of the shareholders. As at the date of this release, South32 does not currently intend to appoint an Investor Nominee.

South32's purchase of Common Shares was made for investment purposes. South32 has agreed to be restricted from selling any Common Shares for a period of one year from the closing date of the Transaction. After the one year period, South32 may determine to increase or decrease its investment in American Eagle depending on market conditions and any other relevant factors. The foregoing disclosure is being disseminated pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting. Copies of the early warning report with respect to the foregoing will appear on the Company's profile on the System for Electronic Document Analysis and Retrieval at www.sedarplus.ca.

Potential Offering Upsize

Pursuant to a previously disclosed letter agreement between [Teck Resources Ltd.](#) ("Teck") and the Company dated May 25, 2023, Teck has the right to participate, on equal terms, in equity issuances of the Company so as to maintain their pro-rata Common Share ownership in the Company (the "Teck Right"). Pursuant to the Teck Right, the Company shall promptly advise Teck of the Offering. Teck shall then notify American Eagle by the close of business on the 5th business day following the date hereof of their intent to participate in the Offering and maintain up to their pro-rata holdings of the Common Shares. Teck has no obligation to participate in the Offering.

In the event that Teck chooses to exercise the Teck Right to subscribe for Common Shares on terms equal (or substantially equal) to those offered to South32 in the Offering, it is anticipated that South32, in accordance with the Agreement, shall subscribe for such number of additional Common Shares so that, upon Closing, South32 shall hold approximately 19.9% of the outstanding Common Shares on a non-diluted basis.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements.

About American Eagle's NAK Project

The NAK project is located within the traditional territory of the Lake Babine Nation and lies within the Babine copper-gold porphyry district of central British Columbia. It has excellent infrastructure through all-season roads and is close to the towns of Smithers, Houston, and Burns Lake, B.C., which lie along a major rail line and Provincial Highway 16. Historical drilling and geophysical, geological, and geochemical work at NAK, which began in the 1960's, tested only to shallow depths. Still, the work revealed a very large near-surface copper-gold system that measures over 1.5 km x 1.5 km. Drilling completed in 2022, 2023, and 2024 by American Eagle has returned significant intervals of high-grade copper-gold mineralization that reach beyond and much deeper than the historical drilling, indicating that zones of near-surface and deeper mineralization, locally with considerably higher grades, exist within the broader NAK property mineralizing system.

For the latest videos from American Eagle, Ore Group, and all things mining, subscribe to our YouTube Channel: youtube.com/@theoregroup

About American Eagle Gold Corp.

American Eagle is focused on exploring its NAK copper-gold porphyry project in west-central British Columbia, Canada.

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About South32 Ltd.

South32 is a globally diversified mining and metals company. South32's purpose is to make a difference by developing natural resources, improving people's lives now and for generations to come. South32 is trusted by its owners and partners to realise the potential of their resources. South32 produces commodities including bauxite, alumina, aluminium, copper, silver, lead, zinc, nickel and manganese from its operations in Australia, Southern Africa and South America. South32 also has a portfolio of high-quality development projects and options, and exploration prospects, consistent with its strategy to reshape its portfolio toward commodities that are critical for a low-carbon future.

Q.P. Statement

Mark Bradley, B.Sc., M.Sc., P.Geo., a Certified Professional Geologist and 'qualified person' for the purposes of Canada's National Instrument 43-101 Standards of Disclosure for Mineral Properties, has verified and approved the information contained in this news release.

Forward-Looking Statements

Certain information in this press release may contain forward-looking statements. Forward-looking statements in this press release include, but are not limited to, statements regarding whether the Company will be able to complete the Offering as anticipated, the satisfaction of customary conditions precedent, the receipt of regulatory approval, including the approval of the TSX-V, to complete the Offering, the estimated closing date, the intended use of proceeds and intended drill program or its anticipated results at the Company's NAK project, the exercise of the Teck Right and therefor the final size of the Offering, the anticipated Closing Date, the ability of the Company to make the qualifying expenditures as anticipated by management, and other matters ancillary or incidental to the foregoing. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Therefore, actual results might differ materially from those suggested in forward-looking statements. American Eagle Gold Corp. assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to American Eagle Gold Corp. Additional information identifying risks and uncertainties is contained in filings by American Eagle Gold Corp. with Canadian securities regulators, which filings are available under American Eagle Gold Corp. profile at www.sedarplus.ca.

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