

Shine Minerals Corp. Enters Into Binding Letter of Intent to Earn-In to Arizona Silver Property and Announces Proposed Financing

11.12.2025 | [The Newswire](#)

[Shine Minerals Corp.](#) (TSXV: SMR.H) ("Shine" or the "Company") is pleased to announce that it has entered into a binding letter of intent (the "LOI") dated December 10, 2025 with Red Cloud Silver Ltd. ("RCS") outlining the principal terms of a proposed transaction (the "Proposed Transaction") pursuant to which Shine will be granted an option to acquire all of the 11,100,000 issued and outstanding common shares of RCS (the "RCS Shares") pursuant to the terms of a definitive option agreement (the "Definitive Agreement").

RCS is a private British Columbia company that holds an option on the Silver District Exploration Project located in La Paz County, Arizona, USA (the "Project"). The Proposed Transaction is intended to constitute an arm's-length acquisition under TSXV Policy 1.1 and Policy 5.2 (Changes of Business and Reverse Takeovers), and to serve as Shine's reactivation from the NEX board to a Tier 2 Mining Issuer in accordance with TSXV Policy 2.6, Section 1.4 (Reactivation of NEX Issuers). The LOI is binding and provides a framework for the negotiation and execution of a definitive agreement (the "Definitive Agreement").

Proposed Transaction Structure

As set out in the LOI, pursuant to the Proposed Transaction, the Company will acquire the right and option to purchase all of the 11,100,000 issued and outstanding shares of RCS by issuing 6,500,000 post-Consolidation (as defined below) common shares of the Company (each, a "Share") to the shareholders of RCS ("RCS Shareholders") on a pro rata basis. The issuance of these Shares is not expected to result in the Company acquiring any ownership interest in RCS; rather, it grants the Company the contractual right to acquire RCS in the future.

Following the Company's completion of \$2,000,000 in exploration expenditures on the Project within one year, the Company may, in its sole discretion, exercise its option to acquire 100% of the RCS Shares by issuing an additional 14,200,000 post-Consolidation Shares and paying \$650,000 in cash to the RCS Shareholders on a pro rata basis.

RCS is currently a party to an option (the "RCS Option") to acquire a 100% interest in the Project from Gulf + Western Industries, Inc. ("Gulf") by making US\$1.4 million in staged cash and share payments to October 31, 2028 (the "RCS Option Agreement"). If the RCS Option is exercised, Gulf will retain a 2% net smelter return royalty. During the term of the RCS Option, RCS is responsible for maintaining the property in good standing and for making all payments required under the RCS Option. Any RCS Shares required to be issued to Gulf under the RCS Option Agreement will be issued by the Company, subject to a restriction that the Company will not issue Gulf more than 3,000,000 Shares, or such number of Shares that would result in Gulf holding more than 9.9% of the Company's outstanding Shares.

Prior to closing the Proposed Transaction, the Company will complete a 5-for-1 share consolidation (the "Consolidation") and a non-brokered private placement for gross proceeds of approximately C\$1,000,000 at C\$0.06 per pre-Consolidation Share (the "Financing"). Proceeds will be used to fund transaction costs, reactivation expenses, initial exploration on the Project, and general working capital. The Consolidation and Financing will be conditions to closing.

To comply with TSXV Policies 1.1 and 3.1:

- The Vendor Shares will collectively represent no more than 49.9% of Shine's issued and outstanding shares following completion of the Financing;

- No individual Vendor (or group acting jointly or in concert) or Gulf will hold 9.9% or more of the issued and outstanding Shares upon closing; and
- No person will become a Control Person (20% or greater) as a result of the Proposed Transaction.

Conditions to Closing

Completion of the Proposed Transaction is subject to customary conditions, including:

- Completion of the Financing for minimum gross proceeds of C\$1,000,000;
- Execution of a mutually acceptable Definitive Agreement;
- Completion of the 5-for-1 Consolidation;
- Receipt of all required corporate, shareholder (if required), regulatory and TSXV approvals;
- Satisfactory due diligence by both parties;
- Absence of any regulatory or legal impediment to the transaction;
- No material adverse change in either party's business, assets or financial condition; and
- Shine meeting the continued listing requirements for a Tier 2 Mining Issuer post-closing, as prescribed by Policy 2.6, Section 1.4.

About Red Cloud Silver Ltd.

Red Cloud Silver Ltd. is a private company focused on advancing the Project in Arizona. RCS holds an option to acquire 100% of the Project and is led by an experienced technical and capital-markets team.

About Shine Minerals Corp.

Shine Minerals Corp. (TSXV: SMR.H) is a Canadian junior resource company currently listed on the NEX board of the TSX Venture Exchange. The Company is pursuing value-accretive transactions to re-establish itself as an active Tier 2 Mining Issuer in accordance with TSXV Policy 2.6, Section 1.4, with a focus on quality exploration assets and a disciplined approach to capital allocation.

Additional Information

The Definitive Agreement is expected to be executed on or before January 10, 2026, unless extended by mutual consent. Completion of the Proposed Transaction is subject to TSXV and other regulatory approvals, and there can be no assurance that the transaction will be completed as proposed or at all.

The parties are at arm's length, and no finder's fees are payable in connection with the Proposed Transaction. A further announcement will be made upon execution of the Definitive Agreement and completion of the Financing.

Cautionary Statements

This news release contains "forward-looking information or statements" within the meaning of applicable securities laws, which may include, without limitation, statements that address the Company's plans for the Proposed Transaction, the closing of the Proposed Transaction, the completion of the Consolidation, the closing of the Financing, and other statements relating to the technical, financial and business prospects of the Company, and other matters. All statements in this news release, other than statements of historical

facts, that address events or developments that the Company expects to occur, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Such statements and information are based on numerous assumptions regarding receipt of TSXV and other required approvals for the Proposed Transaction, present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, the ability to achieve its goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms. Such forward-looking information reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including those filed under the Company's profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law.

For further information, please contact:

Shine Minerals Corp.
Dev Randhawa, Chief Executive Officer
E-mail: info@shineminerals.ca

Neither the 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.

Dieser Artikel stammt von Rohstoff-Welt.de

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/715320--Shine-Minerals-Corp.-Enters-Into-Binding-Letter-of-Intent-to-Earn-In-to-Arizona-Silver-Property-and-Announces-Pr>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2026. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).