

Fancamp Announces Entering Into Arrangement Agreement for Spin-Out of Mineral Exploration Assets and Investment Issuer Application

29.05.2026 | [GlobeNewswire](#)

VANCOUVER, May 29, 2026 - [Fancamp Exploration Ltd.](#) ("Fancamp" or the "Corporation") (TSX Venture Exchange: FNC) is pleased to announce that, further to the Corporation's news releases dated December 1, 2025 and March 30, 2026, Fancamp has entered into an arrangement agreement (the "Arrangement Agreement") with Goldera Exploration Ltd. ("Goldera"), a wholly-owned subsidiary of the Corporation, under which the parties intend to complete a spin out transaction (the "Spin Out") of all of Fancamp's core Exploration Assets (as defined below) pursuant to which the existing shareholders of Fancamp ("Shareholders") will receive 1/7th of a common share of Goldera (each, a "Goldera Share") for every common share of Fancamp (each, a "Fancamp Share") held. The Spin Out will be effected by way of plan of arrangement (the "Arrangement") under the *Business Corporations Act* (British Columbia) (the "BCBCA").

Concurrently with the Spin Out, Fancamp is seeking approval from the TSX Venture Exchange (the "TSX-V") for a change of business from a Tier 2 Mining Issuer to a Tier 2 Investment Issuer under TSX-V Policy 5.2 - *Changes of Business and Reverse Takeovers* (the "Change of Business").

Spin Out and Change of Business Benefits

The Spin Out of the Exploration Assets, combined with the Change of Business, is being undertaken to unlock value, enhance focus and market recognition as well as provide Shareholders with ownership across two distinct growth platforms. The Corporation believes that the Spin Out and the Change of Business will provide several substantial benefits to the shareholders of both Fancamp and Goldera, including the following:

- The Spin Out and the Change of Business are expected to result in two separate, focused and well-capitalized entities, one with a proven track record of identifying overlooked and undervalued investment opportunities in the mineral resource sector, and the other will be an exploration focused firm with strategic interests in high potential mineral projects.
- The Spin Out and the Change of Business are expected to allow Fancamp to focus on growth, monetization and expansion of its investment portfolio, while allowing Goldera to act as a discovery-driven mineral exploration company with a focus on delivering exploration success and asset-level value creation.
- The Spin Out and Change of Business are expected to maximize Shareholder value by allowing the market to value Fancamp's portfolio of investments and the Exploration Assets independently of one another.
- It is expected that holding the Exploration Assets in Goldera will accelerate development of the Exploration Assets and give scope to new acquisitions.
- The Change of Business will confirm the natural evolution of the business of the Corporation over the past several years to incorporate investment activities that were complementary to its exploration portfolio.

The Board of Directors of Fancamp (the "Fancamp Board") have unanimously approved the Spin Out and the Change of Business, and will recommend that the Shareholders vote in favour of the Spin Out and the Change of Business at the Annual General and Special meeting of Shareholders (the "Meeting") to be held for, among other purposes, the approval of the Spin Out and the Change of Business.

Arrangement Details

The Arrangement will include, among other things, a transfer of the Exploration Assets by Fancamp to

Goldera in consideration for Goldera Shares, a share capital reorganization of Fancamp and a securities exchange whereby Shareholders will receive Goldera Shares. Pursuant to the Arrangement, the existing Fancamp Shares will be renamed and redesignated as Class A common shares (each, a "Fancamp Class A Share") and Fancamp will create a new class of voting common shares (each, a "New Fancamp Share"). Each Fancamp Class A Share will be exchanged for one New Fancamp Share and 1/7th of a Goldera Share on the effective date of the Arrangement (the "Effective Date").

As part of the Arrangement, each outstanding stock option of Fancamp exercisable to acquire one (1) Fancamp Share (each, a "Fancamp Option") will be exchanged for: (i) one (1) replacement stock option of Fancamp exercisable to acquire one (1) New Fancamp Share having an exercise price equal to the product obtained by multiplying the original exercise price of the Fancamp Option by the fair market value of a New Fancamp Share at the effective time of the Arrangement (the "Effective Time"), divided by the total fair market value of a New Fancamp Share and the fair market value of 1/7th of a Goldera Share at the Effective Time; and (ii) one (1) stock option of Goldera (each, a "Goldera Option") exercisable to acquire 1/7th of a Goldera Share, each whole Goldera Option having an exercise price equal to the product obtained by multiplying the original exercise price of the Fancamp Option by the fair market value of 1/7th of a Goldera Share at the Effective Time, divided by the total fair market value of a New Fancamp Share and the fair market value of 1/7th of a Goldera Share at the Effective Time, subject to adjustment pursuant to the terms of the Arrangement Agreement.

50% of the Goldera Shares to be issued to Shareholders pursuant to the Arrangement (collectively, the "Restricted Shares") shall be subject to the following restrictions on resale and transfer pursuant to the terms of the Arrangement Agreement (the "Contractual Restrictions"): (i) 10% of the Restricted Shares shall be restricted until 6 months from the Effective Date; (ii) 20% of the Restricted Shares shall be restricted until 12 month from the Effective Date; and (iii) 20% of the Restricted Shares shall be restricted until 18 months from the Effective Date. The remaining 50% of Goldera Shares to be issued to Shareholders pursuant to the Arrangement shall not be subject to the Contractual Restrictions.

On completion of the Arrangement and the Concurrent Financing (as defined below), Fancamp expects to maintain approximately 19.9% of the issued and outstanding Goldera Shares, with Shareholders and holders of Fancamp Options maintaining their interest in Fancamp and obtaining a proportionate interest in Goldera.

For further details on the Arrangement, readers should refer to the Arrangement Agreement which will be available on the Corporation's SEDAR+ profile at www.sedarplus.ca.

Fancamp has applied for a listing of the Goldera Shares on the TSX-V. Any such listing will be subject to Goldera fulfilling the requirements of the TSX-V.

The Goldera Financing

Prior to completion of the Arrangement, Goldera expects to have completed a non-brokered private placement to raise gross proceeds of a minimum of \$3,600,000 and a maximum of \$5,500,000 (subject to increase or decrease in the discretion of Goldera) consisting of any combination of: (i) up to 12,500,000 subscription receipts of Goldera (the "Non-FT Subscription Receipts") at a price of \$0.20 per Non-FT Subscription Receipt; (ii) up to 10,000,000 flow-through subscription receipts of Goldera (the "FT Subscription Receipts") at a price of \$0.23 per FT Subscription Receipt; and (iii) up to 5,000,000 charity flow-through subscription receipts of Goldera (the "Charity FT Subscription Receipts", and together with the Non-Ft Subscription Receipts and the FT Subscription Receipts, the "Subscription Receipts") at a price of \$0.26 per Charity FT Subscription Receipt (the "Concurrent Financing").

Upon satisfaction of certain conditions (collectively, the "Escrow Release Conditions"), each Subscription Receipt will be deemed automatically exercised (for no further consideration and with no further action on the part of the holder thereof) for: (i) in the case of the Non-FT Subscription Receipts, one (1) unit of Goldera (each, a "Non-FT Unit"), each Non-FT Unit consisting of one (1) Goldera Share and one (1) common share purchase warrant of Goldera (each, a "Warrant"); (ii) in the case of the FT Subscription Receipts, one (1) flow-through unit of Goldera (each, a "FT Unit"), each FT Unit consisting of one (1) Goldera Share that will qualify as a "flow-through share" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)(the "Tax Act") (each, a "FT Share") and one (1) Warrant; and (iii) in the case of the Charity FT Subscription Receipts, one (1) charity flow-through unit of Goldera (each, a "Charity FT Unit"), each Charity

FT Unit consisting of one (1) FT Share and one (1) Warrant. It is anticipated that some or all of the Charity FT Units issuable under the Charity FT Subscription Receipts may be immediately resold or donated to registered charities, who may sell such units (the "Resale Units") concurrent with the satisfaction of the Escrow Release Conditions to certain purchasers at a price of \$0.20 per Resale Unit.

Each Warrant will entitle the holder thereof to purchase one (1) non-flow-through Goldera Share at an exercise price of \$0.30 for a period of three (3) years from the date of issuance thereof. The Warrants will be subject to an accelerated expiry upon thirty (30) business days' notice from Goldera in the event the closing price of the Goldera Shares on the TSX-V is equal to or above a price of \$0.50 per Goldera Share for fourteen (14) consecutive trading days any time after closing of the listing of the Goldera Shares on the TSX-V (the "Accelerated Expiry Provision").

The net proceeds from the Concurrent Financing are intended to be used by Goldera to fund exploration of the Exploration Assets after the Effective Date and for general corporate and working capital purposes.

In connection with the Concurrent Financing, Goldera may agree to: (i) pay finders' fees in cash equal to up to 6.0% of the gross proceeds raised from the sale of Subscription Receipts placed by an applicable finder (each, a "Finder"); and (ii) issue finder's warrants ("Finder's Warrants") entitling the Finder to purchase such number of Goldera Shares that is equal to up to 6.0% of the number of Subscription Receipts placed by the Finder at a price of \$0.30 per Goldera Share for a term of three (3) years from the date of issuance thereof (subject to the Accelerated Expiry Provision), and subject to the approval of the TSX-V.

Goldera Exploration Ltd. (New Spin Out Company with Pure Exploration Focus)

After completion of the Spin Out, the new exploration entity, Goldera, will hold all of Fancamp's previously held core exploration assets, option agreements and active exploration joint ventures (other than certain Titanium Assets as set forth below) (the "Exploration Assets"). Goldera's mandate and focus will be that of a high-growth, discovery-driven explorer with a streamlined structure and sole focus on delivering exploration success and asset-level value creation. Its asset portfolio will include:

- Egan Gold Project: Fancamp's option to acquire up to an 80% interest in [Harfang Exploration Inc.](#)'s Egan Gold Project (the "Egan Property") (see press release dated November 12, 2025). The Egan Property is comprised of 449 claims totaling ~12,000 hectares, which hosts a syenite gold system featuring high-grade bulk tonnage and discovery potential, situated in the gold-rich Abitibi greenstone belt of Ontario, a region with a long history of prominent gold discoveries and active operations.
- Acadian Gold Joint Venture: Acadian Gold Corp. ("Acadian") is a joint venture entity between Fancamp and Lode Gold Resources Inc. for the advancement of a district scale, 445 km² land package located in a highly prospective region for gold and polymetallic mineral discovery, in northern New Brunswick with two key properties; *McIntyre Brook*, adjacent to Puma Exploration Inc. Williams Brook Project (which holds an option agreement with Kinross Gold Corporation), and *Riley Brook*, a significantly sized property surrounded by recent claims acquisitions made by Kenorland Minerals Ltd. Goldera will hold a 50% interest in Acadian after completion of the Spin Out.
- Clinton Project: A past-producing volcanogenic massive sulfide ("VMS") project, situated in the Appalachian region of Southern Québec, which hosts historic production that occurred during the 1970's and multiple copper-bearing mineralized lenses. Recent work successfully identified multiple, new, high-density targets at depth and delineated a potential VMS deposit root system, fundamental elements to allow for the extension of the project's current mineralization (see press release dated February 27, 2025).
- Grasset Project: Located along the Detour-Fenelon Gold Trend, Sunday Lake Deformation Zone, which hosts the Detour Lake open-pit gold mine in Ontario (Agnico Eagle Mines Ltd.), uniquely located in a favorable geological environment and of significant size, whereby a VTEM survey completed in 2022 delineated multiple discrete conductive anomalies for VMS and Ni-Cu targets.
- Diléo Project: Located in the Frotet-Evans Greenstone Belt, Diléo hosts a broad trend of mineralization across a 2.2-km corridor, where results of a 2023 work program indicated a new copper showing that returned up to 1.18% Cu and confirmed, as well as expanded, an Au-Cu-Ag soil anomaly (see press release dated March 6, 2023).
- Stoke Project: Situated in the Eastern Townships of Québec and covers 20 km of favourable geology within the Ascot-Weedon VSED Belt, which hosts six historical VMS deposits.
- Others: Harvey Hill, a past producing, copper and precious metal bearing project, located about 20 km Northeast of the town of Thetford Mines in the Québec Appalachian, among other property claims in Québec and Ontario, namely Beauce, Angers, Ste. Marguerite, Abitibi 51-52, Grevet, Lac Baude, Kinross, Golden Dragon, Gamache, Robidoux, Panet, Risborough, Desolation Lake.

- South Timmins Mining Joint Venture: 25% interest in a joint venture with PTX Metals Inc. ("PTX") for a package of district-scale gold properties, including historical high-grade gold occurrences, located along the regional-scale Ridout-Tyrrell Deformation Zone (RTDZ) within the highly prospective Abitibi Greenstone Belt, Canada's largest gold producing region.
- Gold Orogen: A 19.9% interest in [Gold Orogen Resources Corp.](#), which holds two mineral properties located in the Selwyn Basin, namely the Golden Culvert and nearby Win gold-focused properties. These assets encompass a 99.5 km² land package across a 27-km strike length situated in a high-grade-gold-mineralized trend within the Southern portion of the Tombstone Gold Belt, which extends across the Yukon and is host to numerous multi-million-ounce gold deposits such as Banyan Gold Corp.'s AurMac deposits, Sitka Gold Corp.'s RC deposit, [Hecla Mining Company](#)'s Keno Hill mine and Snowline Gold Corp.'s Tier 1 Valley deposit.

The Change of Business

Given the extensive expertise and skill sets of the members of the Fancamp Board and management, the Fancamp Board and management believe that the ideal allocation of the Corporation's working capital would be within the framework of a resources-focused investment company making investments in privately held and publicly traded corporations. The Change of Business will allow Fancamp to focus on its existing investments in the natural resources sector, with the mandate of growth, monetization, and expansion of its portfolio, with a focus on scale through strategic acquisitions while maintaining a capital light business model.

For such reasons, the Fancamp Board has proposed that the Corporation undergo the Change of Business, which involves the Corporation changing its business from that of a Tier 2 "Mining Issuer" to a Tier 2 "Investment Issuer" pursuant to TSX-V Policy 5.2 - *Changes of Business and Reverse Takeovers*.

To better reflect the new focus and activities of the Corporation, it is anticipated that the Corporation's name will change to "ERDA Resource Opportunities Inc." and its common shares will begin trading on the TSX-V with the trading symbol "ERDA" upon completion of the Change of Business.

Investment Strategy and Investment Policy

The Fancamp Board has adopted a written investment policy to govern its investment activities. The investment policy provides, among other things, the investment objectives and strategy of the Corporation moving forward.

The following is a summary of the Corporations' investment objectives and strategies:

- Investment Sector: Natural resources industry.
- Investment Types: Equity, debt, convertible debentures, royalties, streams, derivatives and other instruments providing the Corporation with exposure to natural resources.
- Commodities: Natural resources, including but not limited to, base metals, precious metals, ferrous and non-ferrous metals, industrial minerals and agricultural minerals.
- Jurisdictions: While all countries are subject to evaluation, the Corporation will place particular importance on jurisdictions characterized by low geopolitical risk.
- Investment Amount: There is no limit and will be evaluated on a case-by-case basis. The Corporation could potentially acquire a controlling stake in a particular opportunity.
- Investment Timeline: Unlimited.
- Investment Targets: Investments in entities owning or planning to own natural resource assets or their derivatives. Priority will be given to quality assets in secure locations. Investments may include distressed cases needing management changes or restructuring to unlock value.
- Investment Review: The Corporation will conduct regular evaluations of all its investments on an ongoing basis.

A complete copy of the investment policy will be posted on the Corporation's SEDAR+ profile at www.sedarplus.ca.

The Fancamp Board will have ultimate oversight over the investment policy as well as ensuring that the Corporation's investment objectives are achieved. The officers, directors and management of the

Corporation will work jointly and severally to identify appropriate investment opportunities. These individuals have a broad range of business experience and their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified.

Investment Portfolio

The following is a description of the investment portfolio of assets to be held by the Corporation following the completion of the Change of Business (and the Spin Out) (the "Investment Portfolio"):

- Marketable securities portfolio of over \$20 million, which has earned approximately \$0.5 million dividend income per annum. The marketable securities portfolio includes shares in Champion Iron Ltd. ("Champion"), [The Canadian Chrome Company Inc.](#) (formerly KWG Resources Inc.) ("CACR") and NeoTerrex Minerals Inc., among others.
- \$34.5 million Secured Convertible Note earning approximately \$2 million interest per annum: A \$34.5 million secured promissory note issued by CACR, positioned in the strategic Ontario Ring of Fire, in a region where chromite, nickel, copper, zinc, platinum group metals, among other critical minerals, are particularly abundant and the focus of government policy. The Koper Lake-McFaulds mining claims lie near and adjacent to the high-grade Eagles Nest chromite deposit previously owned by Noront Resources Ltd., later acquired by Wyloo Ring of Fire Ltd. ("Wyloo") in 2022 for over \$600 million.
- Royalty Portfolio will include:
 - Up to 3.0% NSR on certain iron ore mineral properties in the Labrador Trough in the Schefferville region, an area with operational mines and supporting infrastructure. The most notable mineral property subject to such royalties is an open pit mineable iron ore mineral deposit in Newfoundland and Labrador, situated approximately 25 kilometers northwest of Schefferville, Quebec.
 - 2% NSR on the Koper Lake-McFaulds Property, Black Horse Chromite Deposit which is currently the subject of a claims package held by CACR, in the Ring of Fire district of Ontario, where key chromite resources and mineralization runs through the property and lie adjacent to Wyloo's proposed portal location.
 - Future finite production payments (aggregate value of up to \$40 million) as it relates to certain Fermont properties currently held by Champion, located in the Fermont Iron Ore District in Eastern Quebec, on the southern end of the Labrador Trough, in the same region as currently producing assets held by Champion Iron or ArcelorMittal.
 - Gold, base metal, and specialty metal net smelter return (NSR) and production royalties across Québec, Ontario, and Atlantic Canada, which includes Riley Brook (2% NSR), Robidoux (2% NSR), Wells Claims (2.0% NSR) and Beauce Claims (3.5% GMR).
 - 2% NSR on the significant Magpie Titanium Property, located ~130 kilometres from Havre St. Pierre, Quebec, in the same region as Rio Tinto's Lac Tio Mine, the world's largest hard rock titanium deposit in production.
 - 1% NSR on the Mallard/Heenan/Dorothy Properties (currently being advanced under the South Timmins Mining Joint Venture with PTX).
- Titanium Assets:
 - The Magpie Mines Inc. (stake of ~ 96%) which owns the Magpie Fe-Ti-V deposit, one of the world's largest undeveloped titanium resources (Woodruff et al., 20171) and one of the world's largest vanadium deposits (based on data in Kelley et al., 20172), located 90 kilometres north of Rio Tinto's Lac Tio titanium mine.
 - Mangan Property: claims surround 1 claim long held by Rio Tinto near the long operating Lac Allard Mine and is a near-coast ferro-titanium / ilmenite occurrence on the Havre-St-Pierre region, with a resource with a starting grade of 35% titanium dioxide (TiO₂).
 - Proprietary energy reduction and titanium waste recycling technology: Six patents filed to date, this titanium extraction technology provides a means to significantly reduce impurities and create high-grade TiO₂ feedstock, a downstream benefit to pigment and other multi-billion-dollar titanium-focused industries, and a natural complement to existing processes.

No securities of the Corporation are contemplated to be issued, and no additional financing of the Corporation is expected to be obtained by the Corporation, in connection with the completion of the Change of Business.

The Change of Business will constitute an Arm's Length Transaction (as such term is defined in Policy 1.1 of the TSX-V).

Principals and Insiders

Following the completion of the Change of Business it is expected that the following individuals will serve as the directors and officers of the Corporation:

Rajesh Sharma, President, Chief Executive Officer and a Director

Mr. Sharma holds global leadership experience across industries including mining, exploration, metals and international trade. He has led large-scale mining start-ups and exploration companies, concluded several investments and acquisition deals, forged mutually beneficial stakeholder partnerships and led international businesses. He has worked in Asia, Africa, North America and Europe, and has served on the boards of various public and private companies. He is President & CEO of Fancamp. Mr. Sharma held several leadership roles with the Tata Group including as CEO and Board member of various exploration, mining and investment subsidiaries of Tata Steel in Canada and Africa. He also served as Executive in Residence at Investissement Quebec. He holds management (XLRI, Jamshedpur) and engineering (IIT, Roorkee) degrees and completed a scholarship program on Globalization and Leadership from the London School of Economics. He was granted the ICD.D designation by the Institute of Corporate Directors, Rotman-University of Toronto.

Ashwath Mehra, Director

Mr. Mehra an investor and entrepreneur was educated at the London School of Economics and Political Science where he studied economics and philosophy. Mr. Mehra is CEO of Astor Group, a resource advisory and investment business. He also serves as director of Collective Mining Ltd., a successful exploration and development company. Mr. Mehra is a former Senior Partner at Glencore International AG (and its predecessor) where he ran the nickel and cobalt businesses and was responsible for establishing Glencore's operations in India. Mr. Mehra acted as CEO and later as Co-Owner of MRI Trading AG, a physical metal commodity trading business. Mr. Mehra served as a member of the board of directors and Executive Chair of GT Gold Corp.

Charles Tarnocai, Director

Dr. Tarnocai is an accomplished mining geologist and executive with a strong international track record in mineral exploration, project evaluation, and corporate development. Dr. Tarnocai previously served as Director of GT Gold Corp., where he chaired the Technical Committee and contributed to advancing one of British Columbia's most significant gold exploration projects. He also held the role of Vice President, Corporate Development at Alamos Gold Inc., leading global project identification, evaluation, and acquisition initiatives. Earlier in his career, he was Chief Geologist at Oro Gold Resources Ltd. and a Research Geologist with Placer Dome Inc. Dr. Tarnocai holds a B.Sc. in Geology from Brock University and a Ph.D. in Geological Sciences from University of Ottawa. His leadership is defined by a disciplined, data-driven approach to exploration and value creation.

Francis MacDonald, Director

Mr. MacDonald brings over 15 years of experience in the mining industry as an exploration geologist by training and as public markets executive, he currently holds the position of Chief Executive Officer and Director of Li-FT Power Ltd., a mineral exploration company engaged in the acquisition, exploration, and development of lithium pegmatite projects located in Canada. Mr. MacDonald was a Co-Founder and the Executive Vice President of Kenorland Minerals, a North American- focused exploration company that generates greenfield exploration opportunities across different commodities. Prior to co-founding Kenorland Minerals, Mr. MacDonald spent most of his career as a geologist with Newmont Mining Corporation where he was involved in regional exploration programs in Ethiopia, covering a large portion of prospective geology in the Tigray region, as well as in Burkina Faso, Cote d'Ivoire, and the Hope Bay Project in Nunavut, Canada.

Jasper Bertisen, Director

Mr. Bertisen is a seasoned mining executive with over two decades of leadership experience in global mining investment and governance, with a strong background in the evaluation of mining projects from both technical and financial perspectives. He has spent most of his career in mining private equity with Resource

Capital Funds, overseeing due diligence and strategy execution for investments spanning exploration to production stage assets across various commodities and jurisdictions. As a former Partner at Resource Capital Funds, he oversaw an \$800 million portfolio and contributed to more than \$3.5 billion in capital raised. In addition to serving as an investment committee member with Resource Capital Funds, he currently serves on the board of directors or advisory board of several mining and mining technology companies. He is also an Adjunct Professor at the Colorado School of Mines and holds dual M.Sc. degrees in Mining Engineering and Mineral Economics.

Blake Rhodes, Director

Mr. Rhodes retired from Newmont Corporation in April 2022, where he was the Senior Vice President of Strategic Development and a member of the executive leadership team. Mr. Rhodes' career at Newmont spanned over 25 years, during which he served in a legal capacity as General Counsel, in operations as Senior Vice President of Indonesia, and led Newmont's mergers and acquisitions team as SVP of Strategic Development. Mr. Rhodes has extensive transactional and international business experience, having worked and lived in Jakarta, Adelaide and Singapore, and played key roles in Newmont's significant transactions, including the acquisition of Goldcorp Inc. and the formation of the Nevada Gold Mines Joint Venture. He graduated from Iowa State University with a bachelor's degree in Business Administration and holds a Doctor of Jurisprudence degree from the University of Pennsylvania. He is a member of the [Triple Flag Precious Metals Corp.](#) Board of Directors.

Arnab De, Chief Financial Officer

Mr. De is a finance executive and Chartered Professional Accountant with extensive experience in financial reporting, regulatory compliance, and capital markets, particularly within the Canadian public company environment. He serves as a senior finance professional and advisor to several publicly listed and private companies in the natural resources and mining sector. He has acted in Chief Financial Officer and senior consulting capacities, including his current role as Principal of Resurgent Montreal Inc., where he provides strategic financial advisory, transaction structuring, and reporting services. Mr. De has significant experience in the mineral exploration industry through his involvement with multiple exploration-stage and development-stage mining issuers. He has worked closely with management teams, auditors, and regulators to ensure compliance with applicable securities laws and IFRS. He is a member of Chartered Professional Accountants of Canada and holds a Chartered Global Management Accountant (CGMA) designation awarded by the Chartered Institute of Management Accountants.

Kit Spring, Chief Investment Officer

Mr. Spring, CFA, is a seasoned executive and investor with extensive experience in the financial sector, specifically in the natural resource industry. He is Co-Founder, Managing Partner and Portfolio Manager at Bonanza Kings Capital, LLC, which manages an alternative investment fund. From 2019 to 2025, he worked at EMX Royalty, a mining royalty and prospect generator company. Prior, Mr. Spring spent over twenty years in institutional equity research including at Morgan Stanley, Stifel, Morningstar, and Neuberger & Berman.

Approvals and Closing Conditions

The Arrangement must be approved by an affirmative vote of not less than two-thirds of the votes cast by Shareholders present in person or by proxy and entitled to vote at the Meeting. The Change of Business must be approved by at least a majority of the votes cast by Shareholders present in person or by proxy and entitled to vote at the Meeting.

The Corporation expects to complete the Spin Out, the Concurrent Financing and the Change of Business (collectively, the "Transactions") in or around Summer 2026. The Transactions are subject to a number of conditions which are customary for similar transactions, including but not limited to, the receipt of Shareholder approval at the Meeting, the approval of the Supreme Court of British Columbia, the approval of the TSX-V, as well as other standard closing conditions. There can be no assurance that the Transactions will be completed as proposed, or at all.

Additional details of the Transactions will be included in the information circular to be made available to

securityholders of Fancamp in connection with the Meeting, which will be available on the Corporation's SEDAR+ profile at www.sedarplus.ca.

Qualified Person

The technical information contained in this press release was reviewed and approved by Mr. François Auclair, PGeo, M.Sc. Vice President Exploration of Fancamp, designated as a Qualified Person under National Instrument 43-101.

About Fancamp Exploration Ltd. (TSX-V: FNC)

Fancamp is a Canadian mineral exploration company focused on creating value through medium term growth and monetization opportunities with strategic interests in high potential mineral projects, a royalty portfolio, and exploration properties. The Corporation is focused on an advanced asset play poised for growth and selective monetization with a portfolio of mineral claims across Ontario, Québec and New Brunswick, Canada; including copper, gold, zinc, titanium, chromium, strategic rare-earth metals and others. The Corporation has future monetization opportunities from its Koper Lake transaction in the highly sought-after Ring of Fire in Northern Ontario. Fancamp holds 96% interests in The Magpie Mines Inc., which owns the Magpie property, one of the world's largest undeveloped hard rock titanium (+V) deposits, *per USGS data*. Fancamp has investments in an existing iron ore operation in the Quebec-Labrador Trough, a rare earth elements company, NeoTerrex Minerals Inc., a copper-gold exploration company, PTX Metals Inc., in addition to an investment in a near term cash flow generating zinc mine, [EDM Resources Inc.](#) in Nova Scotia. The Corporation recently entered into option agreement with Harfang Exploration Inc. for the advancement of the Egan property, an exceptional gold asset in Ontario's Abitibi greenstone belt. Fancamp is developing an energy reduction and titanium waste recycling technology with its advanced titanium extraction strategy. The Corporation is managed by a focused leadership team with decades of mining, exploration and complementary technology experience.

Further information on the Corporation can be found at: www.fancamp.ca

For Further Information

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Cautionary Note Regarding Forward-Looking Information

Certain statements and information herein, including all statements that are not historical facts, contain forward-looking statements and forward-looking information within the meaning of applicable securities laws. Such forward-looking statements or information include but are not limited to: statements or information with respect to the terms of the Transactions; the benefits of the Transactions; Court and Shareholder approval of the Transactions, as applicable; the use of proceeds from the Concurrent Financing; the approval of the listing of Goldera and the Change of Business by the TSX-V; the ability of Goldera to raise the necessary funding pursuant to the Concurrent Financing; the performance of the Investment Portfolio of securities held by Fancamp; the name change of Fancamp; and completion and timing of completion of the Transactions. Often, but not always, forward-looking statements or information can be identified by the use of words such as "will", "plans" or variations of those words, or statements that certain actions, events or results "will", "could" or are "intended to" be taken, occur or be achieved.

With respect to forward-looking statements and information contained herein, the Corporation has made numerous assumptions including among other things, assumptions with respect to the completion of the Transactions; the benefits of the Transactions; obtaining Court and Shareholder approval of the Transactions, as applicable; the holding of the Meeting; the performance of the Investment Portfolio of securities held by Fancamp; economic conditions; mineral prices; and anticipated costs and expenditures. The foregoing list of assumptions is not exhaustive.

Although management of the Corporation believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the Corporation's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. These factors include, but are not limited to: Fancamp not obtaining Shareholder or Court approval of the Spin Out and/or the Change of Business, as applicable; the market valuing Fancamp and Goldera in a manner not anticipated by Fancamp; unanticipated costs, expenses or liabilities associated with the Transactions; risks associated with the business of the Corporation; business and economic conditions in the mining industry generally; the supply and demand for labour and other project inputs; changes in commodity prices; changes in interest and currency exchange rates; risks relating to inaccurate geological and engineering assumptions (including with respect to the tonnage, grade and recoverability); risks relating to unanticipated operational difficulties (including failure of equipment or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government or regulatory approvals, industrial disturbances or other job actions, and unanticipated events related to health, safety and environmental matters); risks relating to adverse weather conditions; political risk and social unrest; changes in general economic conditions or conditions in the financial markets; changes in laws (including regulations respecting mining concessions); and other risk factors as detailed from time to time in the Corporation's continuous disclosure documents filed with Canadian securities administrators and the information circular to be filed by the Corporation in connection with the Meeting. The Corporation does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Completion of the Transactions is subject to a number of conditions, including but not limited to, TSX-V acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transactions cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the Transactions, any information released or received with respect to the Transactions may not be accurate or complete and should not be relied upon. Trading in the securities of Fancamp should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transactions and has neither approved nor disapproved the contents of this news release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

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