

# Nordgold Requests Consent to Make 140% Premium Offer to Shareholders of Carlisle Goldfields Limited

13.11.2014 | [Marketwired](#)

AMSTERDAM, NETHERLANDS--(Marketwired - Nov 13, 2014) - [Nord Gold N.V.](#) ("Nordgold" or the "Company") (LSE:NORD), the internationally diversified pure-play gold producer, announces that it has sent a request to the board of directors of Canadian-based gold exploration and development company [Carlisle Goldfields Ltd.](#) ("Carlisle") that it consents to receive an offer from Nordgold to purchase all of Carlisle's issued and outstanding shares.

Nordgold has advised Carlisle's Board that, upon receipt of that consent, Nordgold would be prepared to make an offer to acquire 100% of Carlisle's issued and outstanding shares from Carlisle's shareholders at a price of CAD 0.096 per share, in cash, for total proceeds of approximately CAD 27.3 million (approximately US\$24.1 million). Such an offer would represent a premium of approximately 140% of the share price as at November 11, 2014 (CAD 0.04 per share).

Carlisle is the 100% owner of the Lynn Lake Gold Camp (the "Project"), a gold project located in Manitoba, Canada. The Lynn Lake fits Nordgold's strict criteria for greenfield projects. It has high grade non-refractory ore resources for open pit mining, is located close to existing infrastructure and in a mining friendly jurisdiction.

Based on a Preliminary Economic Assessment prepared by Tetra Tech in accordance with the standards of NI 43-101, the Project's total in-pit resources are 1.7 Moz at 2.2 g/t with strip ratio 5 t/t. The Lynn Lake project annual average production is expected to be 145 thousand ounces ("koz") of gold, for 12 years with a peak of 230 koz in the 5th year.

Pre-tax average life of mine total cash costs are expected to be in the region of \$530 per ounce and all-in sustaining costs \$644 per ounce (both are net of silver by-product credits). The technical report includes a pre-tax Net Present Value of CAD 411 million, an Internal Rate of Return of 34% using a 5% discount rate and US\$1100 gold price.

The offer, if made, would be subject to the termination of the transactions with [AuRico Gold Inc.](#) ("AuRico") announced in Carlisle's press release on November 11, 2014. Nordgold is seeking Carlisle's consent as it is subject to contractual restrictions that preclude it from making an offer to Carlisle's shareholders without its consent.

Nordgold has also written to the Toronto Stock Exchange (the "TSX") and advised them that the Company believes the AuRico transaction should be subject to the approval of Carlisle's shareholders as the terms of the transaction are such that it effectively constitutes a change of control of Carlisle and failure to submit it to shareholders for their approval would significantly and adversely affect the quality of the marketplace provided by the TSX.

## About Nordgold

**Nordgold (LSE:NORD)** is an international pure-play emerging-markets gold producer established in 2007 and publicly traded on the London Stock Exchange. The Company has expanded rapidly through carefully targeted acquisitions and organic growth, achieving a rate of growth unmatched in the industry during that period. In 2013, Nordgold's gold production increased to 924 thousand ounces from 717 thousand ounces in 2012.

The Company operates 9 mines and has 2 development projects, 4 advanced exploration projects and a diverse portfolio of early-stage exploration projects and licenses in Russia, Kazakhstan, Burkina Faso, Guinea and French Guiana. Nordgold employs about 10,000 people.

[www.nordgold.com](http://www.nordgold.com)

*This press release does not constitute an offer to buy or an invitation to sell, or the solicitation of an offer to buy or invitation to sell, any securities of [Carlisle Goldfields Ltd.](#) Such an offer may only be made pursuant to an offer and take-over bid circular filed with the Canadian securities regulators and pursuant to registration or qualification under the securities laws of any other jurisdiction.*

### **Cautionary Note Regarding Forward-Looking Statements**

*Certain information contained in this press release, including any information as to Nordgold's estimates, strategy, projects, plans, prospects, future outlook, anticipated events or results or future financial or operating performance and production, may constitute "forward-looking information" within the meaning of Canadian securities laws. All statements, other than statements of historical fact, constitute forward-looking information. Forward-looking information can often, but not always, be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "predicts", "potential", "continue" or "believes", or variations (including negative variations) of such words, or statements that certain actions, events or results "may", "could", "would", "should", "might", "potential to", or "will" be taken, occur or be achieved or other similar expressions concerning matters that are not historical facts. The purpose of forward-looking information is to provide the reader with information about management's expectations and plans. Readers are cautioned that forward-looking statements are not guarantees of future performance. All forward-looking statements made or incorporated in this press release are qualified by these cautionary statements.*

*Forward-looking information involves significant risks, assumptions, uncertainties and other factors that may cause actual future realities or anticipated events to differ materially from those expressed or implied in any forward-looking information and, accordingly, should not be read as guarantees of future performance or realities. Material factors or assumptions that were applied in formulating the forward-looking information contained herein include the assumption that the business and economic conditions affecting Nordgold's operations will continue substantially in their current state, including, without limitation, with respect to industry conditions, general levels of economic activity, market prices for gold, competition for and scarcity of gold mine assets, achievement of anticipated mineral reserve and mineral resource tonnages or grades, ability to develop additional mineral reserves, acquisition of funding for capital expenditures, adequacy and availability of production, processing and product delivery infrastructure, electricity costs, continuity and availability of personnel and third party service providers, local and international laws and regulations, foreign currency exchange rates and interest rates, inflation, taxes, and that there will be no unplanned material changes to Nordgold's facilities, equipment, customer and employee relations and credit arrangements. Nordgold cautions that the foregoing list of material factors and assumptions is not exhaustive. Many of these assumptions are based on factors and events that are not within the control of Nordgold and there is no assurance that they will prove correct. The risks and other factors that may cause actual future realities or anticipated events to differ materially from those expressed or implied in any forward-looking information include, but are not limited to Nordgold's ability to execute its development and exploration programs; the financial and operational performance of Nordgold; civil disturbance, armed conflict or security issues at the mineral projects of Nordgold; political factors; the capital requirements associated with operations; dependence on key personnel; compliance with environmental regulations; estimated production; and competition.*

*Actual performance or achievement could differ materially from that expressed in, or implied by, any forward-looking information in this press release and, accordingly, investors should not place undue reliance on any such forward-looking information. Further, any forward-looking information speaks only as of the date on which such statement is made, and Nordgold does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or realities after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by applicable Canadian securities laws. All forward-looking information contained in this press release is qualified by such cautionary statements. New risk factors emerge from time to time, and it is not possible for management to predict all of such risk factors and to assess in advance the impact of each such factor on Nordgold's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking information.*

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Die URL für diesen Artikel lautet:

<https://www.goldseiten.de/artikel/225520--Nordgold-Requests-Consent-to-Make-140Prozent-Premium-Offer-to-Shareholders-of-Carlisle-Goldfields-Limited.htm>

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