

Foran Mining Corporation Announces Closing of Private Placement

03.12.2020 | [GlobeNewswire](#)

VANCOUVER, Dec. 02, 2020 - [Foran Mining Corp.](#) (TSX-V: FOM) (the "Company" or "Foran") is pleased to announce that it has completed the non-brokered private placement previously announced on November 9, 2020. The Company raised gross proceeds of CAD \$1,000,000 by issuing 5,714,285 units (the "Units") at a price of CAD \$0.175 per unit (the "Financing"). Each Unit consisted of one common share of the Company and one common share purchase warrant with each warrant entitling the holder to acquire an additional common share of Foran at an exercise price of CAD \$0.25 per share with an expiry of December 1, 2025.

Two insiders of the Company, Daniel Myerson and Darren Morcombe (the "Insiders"), subscribed for all 5,714,285 Units of the Financing. Mr. Myerson subscribed for 4,000,000 Units of the Company for gross proceeds of CAD \$700,000. Mr. Morcombe subscribed for 1,714,285 Units of the Company for gross proceeds of CAD \$300,000. The Insiders' participation in the Financing will support advancement of the Company's mineral projects. The issuance of Units to the Insiders pursuant to the Financing are considered related party transactions within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). Foran is relying on the exemptions from the formal valuation and minority approval in sections 5.5(b) and 5.7(b) of MI 61-101 in respect of the Company not listed on specific markets and the Financing's fair market value, at the time the transaction was agreed to, not exceeding CAD \$2,500,000, respectively.

Pursuant to the Financing, Mr. Morcombe owns greater than a 10% interest in the capital of the Company on both an undiluted and partially diluted basis. Prior to the Financing, Mr. Morcombe owned or controlled a total of 13,115,500 common shares, 250,000 warrants and 1,171,504 equity incentive securities of the Company. Mr. Morcombe's holdings of the Company prior to closing of the Financing represented 9.37% of the Company's issued and outstanding shares on an undiluted basis and 10.28% of the Company's issued and outstanding shares on a partially diluted basis. As a result of the Financing, Mr. Morcombe now owns 14,829,785 common shares, 1,964,285 warrants, and 1,171,504 equity incentive securities of the Company. Mr. Morcombe's holdings of the Company following the closing of the Financing has increased his interest to 10.18% of the Company's issued and outstanding shares on an undiluted basis and 12.07% of the Company's issued and outstanding shares on a partially diluted basis.

The Company wishes to make a correction in regards to its November 9, 2020 news release. On November 9, 2020, the Company announced that Mr. Morcombe had 3,845,084 equity incentive options and that his holdings prior to and following the Financing represented 11.95% and 13.62% of the Company's issued and outstanding shares on a partially diluted basis, respectively. These figures were overstated and have been corrected in the above paragraph.

In satisfaction of the requirements of TSXV Policy 4.1 "Private Placements", TSXV Policy 5.9 "Protection of Minority Securityholders in Special Transactions", Multilateral Instrument 61-101-*Protection of Minority Security Holders in Special Transactions*, National Instrument 51-102 "Continuous Disclosure Obligations", National Instrument 62-104 "Take-Over Bids and Issuer Bids", and National Instrument 62-103 "The Early Warning System and Related Take-Over Bid and Insider Reporting Issues", a material change report respecting the acquisition of securities by the related party transactions and an early warning report respecting Mr. Morcombe's increased holdings of the Company's capital structure has been filed under the Company's SEDAR Profile at www.sedar.com.

The gross proceeds from the Financing will be used to advance Foran's mineral projects in Saskatchewan, Canada. Closing of the Financing is subject to final approval of the TSX Venture Exchange and all securities issued in the Financing will be subject to a statutory hold period of four months and a day

from the date of closing.

The Financing was completed for investment purposes. Depending on market and other conditions, the Insiders may from time to time in the future increase or decrease their ownership, control or direction over securities of the Company, through market transactions, private agreements, or otherwise.

About Foran Mining

Foran Mining is a zinc-copper exploration and development company with projects located along the Flin Flon Greenstone Belt. The McIlvenna Bay Project, Foran's flagship asset located within the Hanson Lake District, sits just 65km from Flin Flon, Manitoba and is part of the world class Flin Flon Greenstone Belt that extends from Snow Lake, Manitoba, through Flin Flon to Foran's ground in eastern Saskatchewan, a distance of over 225km.

McIlvenna Bay is the largest undeveloped VMS deposit in the region. This prolific Metallogenic Belt is host to 29 past and present producing mines, including [HudBay Minerals Inc.](#)'s 777 and Lalor operations. The Company released the results of the Pre-Feasibility Study (PFS) on March 12, 2020. Based on the PFS, the McIlvenna Bay Project is expected to yield a Base Case pre-tax, 7.5% net present value of \$219 million and an internal rate of return of 23.4%, using assumed zinc, copper, gold and silver prices of US\$1.26/lb, US\$2.82/lb, US\$1,312/oz and US\$16.30/oz. The Company filed a NI-43-101 Technical Report for the PFS on the McIlvenna Bay Deposit on SEDAR on April 28, 2020.

Foran trades on the TSX.V under the symbol FOM.

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This news release contains "forward-looking information" (also referred to as "forward looking statements"), which relate to future events or future performance and reflect management's current expectations and assumptions. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "hopes", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. All statements, other than statements of historical fact, are forward-looking statements or information. Forward-looking statements or information in this news release relate to, among other things: the PFS and the anticipated capital and operating costs, sustaining costs, net present value, internal rate of return, payback period, process capacity, average annual metal production, average process recoveries, anticipated mining and processing methods, proposed PFS production schedule and metal production profile, anticipated construction period, anticipated mine life, expected recoveries and grades, anticipated production rates, infrastructure, social and environmental impact studies, future financial or operating performance of the Company, subsidiaries and its projects, estimation of mineral resources, exploration results, opportunities for exploration, development and expansion of the McIlvenna Bay Project, its potential mineralization, the future price of metals, the realization of mineral reserve estimates, costs and timing of future exploration, the timing of the development of new deposits, requirements for additional capital, foreign exchange risk, government regulation of mining and exploration operations, environmental risks, reclamation expenses, title disputes or claims, insurance coverage and regulatory matters. In addition, these statements involve assumptions made with regard to the

Company's ability to develop the McIlvenna Bay Project and to achieve the results outlined in the PFS, and the ability to raise capital to fund construction and development of the McIlvenna Bay Project.

These forward-looking statements and information reflect the Company's current views with respect to future events and are necessarily based upon a number of assumptions that, while considered reasonable by the Company, are inherently subject to significant operational, business, economic and regulatory uncertainties and contingencies. These assumptions include: our mineral reserve and resource estimates and the assumptions upon which they are based, including geotechnical and metallurgical characteristics of rock confirming to sampled results and metallurgical performance; tonnage of ore to be mined and processed; ore grades and recoveries; assumptions and discount rates being appropriately applied to the PFS; success of the Company's projects, including the McIlvenna Bay Project; prices for zinc, copper, gold and silver remaining as estimated; currency exchange rates remaining as estimated; availability of funds for the Company's projects; capital decommissioning and reclamation estimates; mineral reserve and resource estimates and the assumptions upon which they are based; prices for energy inputs, labour, materials, supplies and services (including transportation); no labour-related disruptions; no unplanned delays or interruptions in scheduled construction and production; all necessary permits, licenses and regulatory approvals are received in a timely manner; and the ability to comply with environmental, health and safety laws. The foregoing list of assumptions is not exhaustive.

The Company cautions the reader that forward-looking statements and information include known and unknown risks, uncertainties and other factors that may cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements or information contained in this news release and the Company has made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: the projected and actual effects of the COVID-19 coronavirus on the factors relevant to the business of the Corporation, including the effect on supply chains, labour market, currency and commodity prices and global and Canadian capital markets, fluctuations in zinc, copper, gold and silver prices; fluctuations in prices for energy inputs, labour, materials, supplies and services (including transportation); fluctuations in currency markets (such as the Canadian dollar versus the U.S. dollar); operational risks and hazards inherent with the business of mining (including environmental accidents and hazards, industrial accidents, equipment breakdown, unusual or unexpected geological or structure formations, cave-ins, flooding and severe weather); inadequate insurance, or the inability to obtain insurance, to cover these risks and hazards; our ability to obtain all necessary permits, licenses and regulatory approvals in a timely manner; changes in laws, regulations and government practices in Canada, including environmental, export and import laws and regulations; legal restrictions relating to mining; risks relating to expropriation; increased competition in the mining industry for equipment and qualified personnel; the availability of additional capital; title matters and the additional risks identified in our filings with Canadian securities regulators on SEDAR in Canada (available at www.sedar.com). Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended. Investors are cautioned against undue reliance on forward-looking statements or information.

These forward-looking statements are made as of the date hereof and, except as required by applicable securities regulations, the Company does not intend, and does not assume any obligation, to update the forward-looking information.

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Die URL für diesen Artikel lautet:

<https://www.goldseiten.de/artikel/474379--Foran-Mining-Corporation-Announces-Closing-of-Private-Placement.html>

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