## Diamcor Mining Inc. Closes Final Tranche of Financing

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KELOWNA, Dec. 21, 2020 - Diamcor Mining Inc. (TSXV:DMI) / (OTC:DMIFF), (the "Company") announces that, further to its news release of October 20, 2020, whereby the Company announced the closing of a first tranche of its convertible loan financing (the "Financing") for gross cash proceeds totalling CDN\$954,500.00, the Company has now closed a second and final tranche of the Financing for additional gross proceeds totalling CDN\$2,001,708.00, resulting in total gross cash and debt proceeds from the Financing of CND\$2,956,208.00, as detailed below, with the majority of this total being subscribed for by existing long-term shareholders, management, and directors of the Company. The combination of this successful closing along with the revenues from the delivery for tender and sale of rough diamonds recovered since resuming operations are expected to support the Company's immediate capital requirements and efforts to ramp up operations in the short-term.

"We are pleased to close this financing with operations now resuming after the significant period of lockdown imposed in South Africa due to COVID-19 restrictions", commented Diamcor CEO Mr. Dean Taylor. "This allows the Company to focus on executing our plan to increase processing volumes in 2021 and capitalize on the operational optimizations completed earlier this year".

Of the total gross proceeds from the financing of CND\$2,956,208.00, an amount of CDN\$1,416,112.00 representing principal and accrued interest under the one year term loans which matured on August 26, 2020 and other outstanding debts (the " Existing Debt") have been tendered into the Financing and will be exchanged for Notes and Warrants, to the extent permitted in accordance with the policies of the TSX Venture Exchange. In accordance with applicable TSX Venture Exchange policies, no Warrants may be issued in respect of any amount of Existing Debt held by Non-Arm's Length Parties (as defined in the TSX Venture Exchange Corporate Finance Manual (the "Corporate Finance Manual") that is tendered into the Financing. The Financing consists of unsecured convertible promissory notes (the "Notes") having a term of two (2) years from the respective closing dates of the two tranches and bearing interest at the rate of 10% per annum. Interest will accrue and be payable respectively at the one year anniversaries of the Note closing dates. In the respective second years, interest will accrue and be payable semi-annually. No principal payments will be required until maturity. The principal amount of the Notes will be convertible at the election of the noteholder into Class "A" Common Shares in the capital of the Company (the "Common Shares") at the rate of CDN\$0.07 per share in the first year and at the rate of CDN\$0.10 per share in the second year. As provided in Policy 5.2 of the Corporate Finance Manual, accrued and unpaid interest will be convertible at the election of the noteholder into Common Shares of the Company at the Market Price as at the date such accrued interest becomes payable. Conversion of interest is subject to TSX Venture Exchange acceptance.

The Notes also provided that if the conversion of the Note would cause the holder to become a " Control Person" (as defined in the Corporate Finance Manual) such that prior shareholder approval is required before issuance of the corresponding Common Shares, then the issuance of those Common Shares for which such prior approval is required shall be deferred until such approval has been obtained and all other associated requirements under the Corporate Finance Policy have been satisfied. One investor, NM Management Ltd., has acquired Notes and share purchase warrants under the Financing which would result in that company becoming a new " Control Person" if such shareholder approval has been obtained and all other associated requirements under the Corporate Finance Manual have been met. NM Management Ltd. is a long-time investor in the Company and as advised the Company that it has acquired the Notes and share purchase warrants solely for investment purposes. The Company will be seeking disinterested shareholder approval of NM Management Ltd. becoming a new "Control Person" at the annual and special meeting of the shareholders scheduled for December 23, 2020. In conjunction with the closing of the Financing, NM Management Ltd. has provided an undertaking to the TSX Venture Exchange that it will not convert the principal amount of any convertible securities of the Company or exercise or convert any other convertible securities of the Company which it holds to the extent that such conversion or exercise would result in it becoming a 10% insider of the Company prior to satisfying the PIF filing requirements of Policy 3.2, section 7 of the Corporate Finance Manual, seeking and obtaining

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disinterested shareholder approval and clearance of its new Control Person position, including background results.

In addition to the Notes, the Company has issued an aggregate total of 8,129,335 non-transferable share purchase warrants to the participating investors, with each share purchase warrant entitling the holder thereof to purchase one (1) Common Share at a price of CDN\$0.15 for a period of two (2) years from the respective dates of issuance (the "Warrants"). The number of Warrants issued to each participating investor is equal to 20% of the number of Common Shares into which the principal amount of the investor's Note is convertible in the first year (Principal Amount ÷ CDN\$0.07 x 0.2). As part of the final closing the Company has paid a finder an aggregate cash commission of \$2,450.00 representing 7% of the gross proceeds introduced to the Company by the finder and issued an aggregate of 42,000 non-transferable finder's warrants. Each finder's warrant entitles the holder to purchase one share of the Company at an exercise price of CND\$0.15 for a period of up to 24 months.

The proceeds from the Financing will be used for general corporate purposes, operations, and the continued advancement of the work programmes previously underway prior to the COVID-19 related shut down at the Company's Krone-Endora at Venetia Project.

The Financing transaction is subject to regulatory approval of the TSX Venture Exchange along with completion of all definitive documentation and filings as required. All securities issued pursuant to the final tranche will be subject to a hold period of four months plus one day expiring on April 22, 2021.

About Diamcor Mining Inc.

<u>Diamcor Mining Inc.</u> is a fully reporting publicly traded junior diamond mining company which is listed on the TSX Venture Exchange under the symbol V.DMI, and on the OTC QB International under the symbol DMIFF. The Company has a well-established operational and production history in South Africa and extensive prior experience supplying rough diamonds to the world market.

About the Tiffany & Co. Alliance

The Company has established a long-term strategic alliance and first right of refusal with Tiffany & Co. Canada, a subsidiary of world famous New York based Tiffany & Co., to purchase up to 100% of the future production of rough diamonds from the Krone-Endora at Venetia Project at then current prices to be determined by the parties on an ongoing basis. In conjunction with this first right of refusal, Tiffany & Co. Canada also provided the Company with financing to advance the Project. Tiffany & Co. is a publicly traded company which is listed on the New York Stock Exchange under the symbol TIF. For additional information on Tiffany & Co., please visit their website at www.tiffany.com.

## About Krone-Endora at Venetia

In February 2011, Diamcor acquired the Krone-Endora at Venetia Project from De Beers Consolidated Mines Limited, consisting of the prospecting rights over the farms Krone 104 and Endora 66, which represent a combined surface area of approximately 5.888 hectares directly adjacent to De Beers' flagship Venetia Diamond Mine in South Africa. On September 11, 2014, the Company announced that the South African Department of Mineral Resources had granted a Mining Right for the Krone-Endora at Venetia Project encompassing 657.71 hectares of the Project's total area of 5,888 hectares. The Company has also submitted an application for a mining right over the remaining areas of the Project. The deposits which occur on the properties of Krone and Endora have been identified as a higher-grade " Alluvial " basal deposit which is covered by a lower-grade upper " Eluvial " deposit. The deposits are proposed to be the result of the direct-shift (in respect to the " Eluvial " deposit) and erosion (in respect to the " Alluvial " deposit) of material from the higher grounds of the adjacent Venetia Kimberlite areas. The deposits on Krone-Endora occur in two layers with a maximum total depth of approximately 15.0 metres from surface to bedrock, allowing for a very low-cost mining operation to be employed with the potential for near-term diamond production from a known high-quality source. Krone-Endora also benefits from the significant development of infrastructure and services already in place due to its location directly adjacent to the Venetia Mine.

## **Qualified Person Statement:**

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Mr. James P. Hawkins (B.Sc., P.Geo.), is Manager of Exploration & Special Projects for <u>Diamcor Mining Inc.</u>, and the Qualified Person in accordance with National Instrument 43-101 responsible for overseeing the execution of Diamcor&#8217;s exploration programmes and a Member of the Association of Professional Engineers and Geoscientists of Alberta (&#8220;APEGA&#8221;). Mr. Hawkins has reviewed this press release and approved of its contents.

On behalf of the Board of Directors

Mr. Dean H. Taylor

President & CEO

**Diamcor Mining Inc.** 

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This press release contains certain forward-looking statements. While these forward-looking statements represent our best current judgement, they are subject to a variety of risks and uncertainties that are beyond the Company's ability to control or predict and which could cause actual events or results to differ materially from those anticipated in such forward-looking statements. Further, the Company expressly disclaims any obligation to update any forward looking statements. Accordingly, readers should not place undue reliance on forward-looking statements.

## WE SEEK SAFE HARBOUR

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