

Orecap Invests in Metal Energy

04.12.2024 | [Newsfile](#)

Toronto, December 4, 2024 - [Orecap Invest Corp.](#) (TSXV: OCI) (OTCQB: ORFDF) (the "Company" or "Orecap") is pleased to announce that it has entered into a binding term sheet ("Term Sheet") for an investment in Metal Energy Corp. (TSXV: MERG) ("Metal Energy"), a junior mineral exploration company which recently acquired the Highland Valley Project, located adjacent to Teck Resources' (TSX: TECK.B) Highland Valley Copper mine in British Columbia (the "Investment").

Details on Metal Energy and its Recently Acquired Highland Valley Project

Orecap will be the lead order in Metal Energy's non-brokered private placement (the "Offering") for aggregate gross proceeds of up to \$500,000. The Offering consists of any combination of (i) units of the Company (the "Units") at \$0.04 per unit and (ii) flow-through units of the Company (each "FT" Unit) at a price of \$0.05 per FT Unit. Orecap intends on subscribing for up to \$220,000 of the Units in the Offering.

Each Unit will be comprised of one common share in the capital of the Company (a "Common Share") and one-half of one Common Share purchase warrant ("Warrant"). Each Warrant is exercisable to acquire one Common Share in the capital of the Company (a "Warrant Share") at an exercise price of \$0.08 per Warrant Share for a period of 24 months from the closing of the Offering.

The participation of Orecap in the Offering will be a Non-Arm's Length Transaction under TSX Venture Exchange policies, and may be treated as a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as certain directors and officers of Metal Energy are also directors, officers and/or shareholders of Orecap.

MI 61-101 requires that an issuer obtain approval of a majority of the disinterested shareholders as well as a formal valuation for a transaction that constitutes a related party transaction, absent an exemption from such requirements. The participation of Orecap in the Offering will be exempt from the valuation requirement and minority shareholder requirements of MI 61-101 as the Metal Energy Shares will not exceed 25% of Metal Energy's market capitalization.

The Offering is scheduled to close on or around December 17, 2024, and is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the approval of the TSX Venture Exchange.

About Orecap Invest Corp.

Orecap seeks special situation investments in the natural resource sector that offer shareholders diverse exposure to high returns on precious and critical metal assets and businesses. Orecap has significant equity positions in portfolio companies, such as American Eagle Gold (TSXV: AE) (OTCQB: AMEGF), QC Copper and Gold (TSXV: QCCU) (OTCQB: QCCUF), Mistango (CSE: MIS), Awale Resources (TSXV: ARIC), and Cuprum Corp. in addition to owning a broad portfolio of land packages focused on gold, copper and zinc. [Agnico Eagle Mines Ltd.](#) is a 9.9% shareholder.

About Metal Energy Corp.

Metal Energy is a critical metals exploration company with two high-potential projects in politically stable, Canadian jurisdictions: Manibridge (Ni-Cu-Co-PGE) in Manitoba and its recently acquired Highland Valley Project (Cu-Mo-Ag-Au-Re) in British Columbia.

Orecap's Current Equity Holdings include:

Company (Ticker)	Shares Owned / (% of Outstanding Shares)
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Cuprum Corp. (PrivateCo)	29,500,000 / (37.9%)
Mistango River Resources (CSE: MIS)	24,708,975 / (13.9%)
QC Copper and Gold (TSXV: QCCU) (OTCQB: QCCUF)	5,059,752 / (2.9%)
American Eagle Gold (TSXV: AE) (OTCQB: AMEGF)	11,783,748 / (8.9%)
Awale Resources (TSXV: ARIC)	7,389,833 + 4,166,666 warrants / (8.5%)

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Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

Certain information set forth in this news release contains forward-looking statements or information ("forward-looking statements"), including details about the business of the Company. 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, including, but not limited to, the receipt by the Company of the approval of the TSX Venture Exchange for the name change. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, environmental risks, operational risks, competition from other industry participants, stock market volatility. Although the Company believes that the expectations in its forward-looking statements are reasonable, its forward-looking statements have been based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on the forward-looking statements, as no assurance can be provided as to future results, levels of activity or achievements. Risks, uncertainties, material assumptions and other factors that could affect actual results are discussed in the Company's public disclosure documents available at www.sedarplus.ca. Furthermore, the forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, the Company does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

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