

Bear Creek Mining Announces Issuance of Secured Promissory Note to Sandstorm Gold

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Vancouver, May 8, 2025 - [Bear Creek Mining Corp.](#) (TSXV: BCM) (OTCQX: BCEKF) (BVL: BCM) ("Bear Creek" or the "Company") is pleased to announce that further to the Company's news releases dated March 4, 2025, March 11, 2025 and April 10, 2025, the Company has issued a secured promissory note (the "2025 Sandstorm Note") to a wholly-owned subsidiary of [Sandstorm Gold Ltd.](#) ("Sandstorm") in the principal amount of up to US\$6.5 million (the "Principal Amount"), with Sandstorm committing drawdown advances of up to the Principal Amount of up to US\$600,000 per month for working capital purposes.

The 2025 Sandstorm Note bears an interest rate of 7% per annum and will mature on September 22, 2028 (the "Maturity Date"). Commencing on June 30, 2025 and on the last day of each month thereafter, the Company will make monthly interest payments to Sandstorm with the balance of the principal and accrued interest payable on the Maturity Date. Monthly interest payments will equal approximately \$40,000 if the Principal Amount is fully drawn. Interest payments payable from June 2025 to November 2025 shall be deferred until December 31, 2025 (the "Deferred Interest"). The Company expects to make monthly interest payments and repay the Principal Amount of the loan with revenue from ongoing operations at the Company's Mercedes Mine in Sonora, Mexico. No bonus securities are payable in connection with the issuance of the 2025 Sandstorm Note.

The Company expects that, following receipt of the funds under the 2025 Sandstorm Note, it will apply to the TSX Venture Exchange (the "TSXV") for approval of a conversion right with a conversion price of C\$0.73 per common share (or such greater conversion price as may be required by the TSXV). Should such a conversion right be approved by the TSXV, the 2025 Sandstorm Note restricts the ability of Sandstorm to exercise any conversion right if such a conversion would cause Sandstorm's ownership percentage to exceed 19.99% on a non-diluted basis.

To secure the 2025 Sandstorm Note, the Company has granted Sandstorm:

1. a first-ranking security interest over the issued and outstanding shares or other equity interests held by the Company, any Guarantor (as defined therein), or any subsidiary thereof, in the capital of Minera Mercedes Minerales S. de R.L. de C.V., a subsidiary of the Company which owns the Company's Mercedes mine in Sonora, Mexico;
2. a first-ranking security interest over all present and after acquired personal and real property held by any Guarantor in Mexico;
3. a first-ranking security interest over the issued and outstanding shares or other equity interests held by the Company in the capital of Bear Creek Mining S.A.C, a subsidiary of the Company which owns the Company's Corani project in Peru.; and
4. an assignment, subordination and postponement of claims that assigns all such debts, liabilities and obligations owing to the Company by any of its subsidiaries or affiliates, and subordinates and postpones the enforcement of any such debts, liabilities, or obligations and the realization of any charges or security interests to secure such claims, and subordinates and postpones the payment of all such debts, liabilities and obligations to the payment in full of all debts, liabilities and obligations of such subsidiary or affiliate to Sandstorm.

Sandstorm is a "related party" of the Company and the 2025 Sandstorm Note constitutes a "related party transactions" (as each term is defined in the policies of the TSXV and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101")). The Company relied on the specified markets exemption from the formal valuation requirement set forth in subsection 5.5(b) of MI 61-101 and the financial hardship exemption from the minority shareholder approval requirements set out in subsection 5.7(1)(c) of MI 61-101. The 2025 Sandstorm Note is subject to final approval of the TSXV.

On behalf of the Board of Directors,

Eric Caba
President and Chief Executive Officer

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Cautionary Statement Regarding Forward-Looking Information

This news release contains forward-looking statements regarding: anticipated monthly interest payments in connection with the 2025 Sandstorm Note, the possible conversion by Sandstorm of the outstanding principal and Deferred Interest of the 2025 Sandstorm Note to common shares of the Company, the Company's payment of the interest and principal due under the 2025 Sandstorm Note, future revenue from operations at the Mercedes Mine, and other statements regarding future plans, expectations, exploration potential, guidance, projections, objectives, estimates and forecasts as well as the Company's expectations with respect to such matters. These forward-looking statements are provided as of the date of this news release, or the effective date of the documents referred to in this news release, as applicable, and reflect predictions, expectations or beliefs regarding future events based on the Company's beliefs at the time the statements were made, as well as various assumptions made by and information currently available to them.

In making the forward-looking statements included in this news release, the Company has applied several material assumptions, including, but not limited to: the Company's ability to make monthly interest payments and fund the repayment of the 2025 Sandstorm Note and the Company's ability to obtain approval of the conversion right from the TSXV. Although management considers these assumptions to be reasonable based on information available to it, they may prove to be incorrect. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions on which they are based do not reflect future experience. We caution readers not to place undue reliance on these forward-looking statements as a number of important factors could cause the actual outcomes to differ materially from the expectations expressed in them. These risk factors may be generally stated as the risk that the assumptions expressed above do not occur, but specifically include, without limitation, risks relating to general market conditions and the additional risks described in the Company's latest Annual Information Form, and other disclosure documents filed by the Company on its SEDAR+ page at www.sedarplus.ca. The foregoing list of factors that may affect future results is not exhaustive. Investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on behalf of the Company, except as required by law.

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

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