Kent Exploration Announces Plan of Arrangement in Conjunction With AGM

12.11.2013 | Marketwire

VANCOUVER, BRITISH COLUMBIA -- (Marketwired - Nov 12, 2013) - <u>Kent Exploration Inc.</u> (TSX VENTURE:KEX) (the "Company") is pleased to announce that it has entered into an arrangement agreement (the "Arrangement Agreement") with 0982550 B.C. Ltd. ("Spinco"), currently a wholly-owned subsidiary of the Company.

Pursuant to the Arrangement Agreement, the Company has agreed to transfer \$100,000 cash to Spinco in consideration for common shares of Spinco and distribute these common shares to the Company's shareholders pursuant to a plan of arrangement under the Business Corporations Act (British Columbia) (the "Plan of Arrangement").

The Company will seek approval of the Plan of Arrangement at an annual and special general meeting of its shareholders to be held on December 13, 2013 (the "Meeting"). Further information regarding the Arrangement Agreement and the Plan of Arrangement will be set forth in the notice of meeting and information circular to be prepared in connection with the Meeting.

Should the Plan of Arrangement receive approval at the Meeting, it is anticipated that the Plan of Arrangement will be made effective shortly thereafter. Upon completion of the Plan of Arrangement, Spinco will become a reporting issuer in British Columbia, Alberta and Ontario. Upon completion of the Plan of Arrangement, it is intended that Spinco will enter into a definitive agreement to acquire a business. Completion of the Plan of Arrangement is subject to the approval of the Supreme Court of British Columbia and the TSX Venture Exchange.

Should the Plan of Arrangement be implemented shareholders of the Company will:

- retain their current interest in the Company.
- obtain a 100% interest in Spinco, which will be a reporting issuer in British Columbia, Alberta and Ontario and will have approximately \$100,000 in cash to acquire a business.

The directors of the Company have unanimously concluded that the Arrangement is in the best interests of the Company and fair to all shareholders of the Company.

The Company wishes to correct the disclosure in its news release KEX2013-11 dated November 7, 2013. The Company reported that it has entered into a Letter of Agreement (the "Agreement") with American Mining Corporation ("AMCOR"). This should read, and is amended to read "The Company has entered in a Letter Agreement (the "Agreement") with American Cordilleran Mining Corporation" ("AMCOR").

Kent Exploration Inc. is a junior exploration company with a 100% interest in all its major projects, and is planning on building shareholder value through establishing cash flow from its Flagstaff Mountain, WA, barite mine. Any positive cash flow is intended to reduce dilution and fund exploration on its three major high grade gold prospects (Alexander River, Paparoa and Lyell), in the highly prolific West Coast South Island gold fields of New Zealand, as well as its newly acquired historic Bayhorse Silver Mine. Additional shareholder value has been established through its approximately 13% interest (9,981,416 shares) in Archean Star Resources Inc., ("Archean") which is listed on the TSX Venture Exchange under the symbol ASP.

The Company has an experienced management and technical team with extensive exploration expertise and offers investors the potential for a major gold discovery on its New Zealand gold projects. This News Release has been prepared on behalf of the Kent Exploration Inc. Board of Directors, which accepts full responsibility for its contents.

ON BEHALF OF THE BOARD

Graeme O'Neill President

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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 release.

Caution Regarding Forward-Looking Statements - This news release contains certain forward-looking statements, including statements regarding the business and anticipated financial performance of the Company, including with respect to completion of the Plan of Arrangement and the anticipated results thereof. These statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. There is no guarantee that the Plan of Arrangement or the acquisition of a business by Spinco will be completed as proposed or at all. The Plan of Arrangement remains subject to approval of the Company's shareholders, the Supreme Court of British Columbia and the TSX Venture Exchange. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, oral or written, made by itself or on its behalf except as required by law.

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