

Pinecrest Resources Signs Letters of Intent to Acquire 100% Interest in the Enchi Gold Project, Ghana

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And Announces A \$3 Million Subscription Receipt Financing

VANCOUVER, May 22, 2014 - Mr. Edward Farrauto, CEO of [Pinecrest Resources Ltd.](#) (TSX VENTURE:PCR) ("Pinecrest" or the "Company") is pleased to announce that the Company has signed non-binding letters of intent with Red Back Mining Ghana Limited ("Red Back") a wholly-owned subsidiary of [Kinross Gold Corporation](#) ("Kinross") (TSX:K) (NYSE:KGC) and [Edgewater Exploration Ltd.](#) ("Edgewater") (TSX VENTURE:EDW), to acquire 100% of the legal and beneficial ownership of the Enchi Gold Project (the "Project") located in South West Ghana (collectively the "Transaction"). The Project is currently the subject of a joint venture between Red Back (49% interest) and Edgewater (51% interest).

Highlights of the Transaction

- Pinecrest to acquire a 100% interest in the logistically sound Enchi Gold Project, Ghana that hosts a NI 43-101 Inferred Resource of 768,000 ozs gold grading 1.15 g/t Au at a 0.7 g/t Au cut-off with resources open for expansion in all directions
- Concurrently with the Enchi acquisition Pinecrest will complete a \$3.0 million subscription receipt financing consisting of 15,000,000 units at \$0.20/unit with a 2 year, full warrant at \$0.30/warrant
- Upon completion of the Transaction Pinecrest will have approximately 51.16 million shares issued and outstanding with Red Back owning a 19.9% equity interest in the Company
- Pinecrest plans to complete a Phase 1 work program on the Project that will include additional metallurgical testing and the preparation of a Preliminary Economic Assessment ("PEA") to investigate the potential for utilizing low cost open pit mining and heap leaching on the current, near-surface gold resources. A Phase 2 work program would include additional drilling to expand gold resources on the Project.

President and CEO, Edward Farrauto, stated; "We believe this Transaction will help unlock the value of the Enchi Gold Project which is located on a well-known and prolific gold belt in a politically stable jurisdiction. The current NI 43-101 Inferred resource contains over one million ounces of shallow gold resources; (at a cut-off of 0.5 g/t gold) with a portion of the near-surface oxidized gold resource potentially amenable to low cost heap leach mining. As such, Pinecrest will complete a Preliminary Economic Assessment focused on the potential economics of an open pit, heap leach mining scenario prior to initiating a resource expansion drilling program. The Enchi project to be owned 100% by Pinecrest covers over 50 km of the same geological structures that host Kinross' Chirano gold mine located 70 km to the north which produced 275,000 ozs gold in 2013. Previous operators have identified numerous high priority drill targets adjacent to the known gold resources and elsewhere on the 696 km² Enchi gold project. Upon completion of the Transaction, Pinecrest would also like to welcome Kinross as an indirect 19.9% shareholder of the Company."

Transaction Terms with Red Back

Pinecrest has entered into a non-binding letter of intent (the "Red Back LOI") dated effective as of May 19, 2014 to acquire Red Back's 49% legal and beneficial interest* in the Project. Details of the material terms of the Red Back LOI include among other terms:

- Upon closing of the Transaction, Pinecrest will issue to Red Back such number of post-consolidated common shares of Pinecrest that Red Back will own 19.9% of the issued and outstanding common shares of the Company post-closing of the Transaction, assuming completion of the consolidation and private placement as described below. In addition, Pinecrest will issue to Red Back an aggregate of 5,000,000 share purchase warrants, which will entitle Red Back to purchase up to 5,000,000 post-consolidated common shares of Pinecrest at a purchase price of CDN \$0.40 per share at any time during the period of five years

from the closing of the Transaction;

- Pinecrest will pay to Red Back a 2% net smelter returns royalty (the "NSR") on production from the Project, with an option for Pinecrest to acquire 1% of the NSR at any time for US\$3.5 million;
- Pinecrest will pay to Red Back US\$10 for each newly defined ounce of gold contained in any new NI 43-101 measured and indicated mineral resource estimate or any ounce of gold mined, whichever occurs first. Such amount shall be payable in cash or, at Pinecrest's option in common shares of Pinecrest, provided that, Pinecrest shall not be entitled to elect to pay in common shares if such issuance would result in Red Back holding more than 20% of the issued and outstanding shares of Pinecrest;
- Pinecrest will grant Red Back a right of first refusal to process ore from the Project at Red Back's Chirano Mill, if toll processing is considered by Pinecrest; and
- The completion of the transactions contemplated by the Red Back LOI are subject to the execution of a definitive agreement with Red Back and the concurrent completion of the transactions contemplated by the Edgewater LOI, as described below.

Transaction Terms with Edgewater

Pinecrest has entered into a non-binding letter of intent ("Edgewater LOI") dated effective as of May 19, 2014 to acquire Edgewater's 51% legal and beneficial interest* in the Project, through the purchase of all of the shares of Edgewater's Ghanaian subsidiary which holds Edgewater's interest in the Project. Details of the material terms of the Edgewater LOI include among other terms:

- Upon closing of the Transaction, Edgewater will receive one Pinecrest post-consolidated common share (the "Acquisition Shares") for every five common shares of Edgewater issued and outstanding on the Closing, which will represent approximately 40% of the issued common shares of Pinecrest post-closing of the Transaction. All shares issued to Edgewater will be subject to resale restrictions of up to 12 months with 25% of the shares to be free trading six months from closing, a further 25% nine months from closing and the balance of 50% twelve months from closing;
- Edgewater will agree to distribute the Acquisition Shares pro-rata to its shareholders as soon as reasonably practicable after the closing of the Transaction;
- Pinecrest will pay to Edgewater a cash payment of Cdn\$150,000
- The completion of the transactions contemplated by the Edgewater LOI are subject to the execution of a definitive agreement with Edgewater and the concurrent completion of the transactions contemplated by the Red Back LOI, as described above.

* The Government of Ghana can exercise the right to own a 10% interest in the Project for no additional consideration. If this right is exercised it will result in Pinecrest owning a 90% direct interest in the Project.

The Edgewater LOI was negotiated on a non-arm's length basis as Douglas Forster, Blayne Johnson and Ryan King are directors of Pinecrest and Edgewater and Edward Farrauto is a director and officer of Pinecrest and an officer of Edgewater. Douglas Forster is an officer of Pinecrest. Accordingly, the Edgewater LOI was approved by the disinterested director of Pinecrest.

The issuance of the Acquisition Shares to Edgewater on closing will result in a change of control of the Company under the policies of the Exchange. Accordingly, the proposed issuance of the Acquisition Shares which will result in a change of control of the Company is subject to the approval of the shareholders of the Company and the acceptance of the Exchange.

The closing of the transactions contemplated by the Red Back LOI and the Edgewater LOI are subject to a number of conditions, including but not limited to the execution of separate definitive agreements; normal conditions precedent for transactions such as these, including the delivery of title and corporate opinions and the completion of satisfactory due diligence, approval of the shareholders of the Company to the proposed change of control of the Company, the acceptance of the Exchange, the completion of a consolidation of the common shares of Pinecrest, as described below, and the completion by Pinecrest of a financing to raise not less than CDN\$3,000,000. There can be no assurance that the Transaction will be completed as proposed or at all.

The Company anticipates holding an annual and special meeting of its shareholders to approve the

Consolidation, the proposed change of control of the Company and normal annual meeting matters during July, 2014.

Summary of the Enchi Gold Project

The Enchi Gold Project located in south-west Ghana, West Africa covers a 50 kilometre strike length of the Bibiani Shear Zone a regional scale structure that hosts a number of major gold mines and deposits including Kinross' Chirano Gold Mine located 70 km north-east of the Project and the Bibiani Gold Deposit located 90 km north-east of the Project. The Enchi Gold Project is comprised of ten licenses totalling 696 km² located 290 km west of the capital city of Accra. Access to the Project is on sealed roads via the regional port city of Takoradi or the mining centre of Tarkwa and then on gravel roads to Enchi (population 9,270). Good road access exists throughout the project licenses.

On May 12, 2014 Edgewater announced an updated NI 43-101 Inferred Resource Estimate at a cut-off grade of 0.7 g/t Gold as follows:

Enchi Gold Project, Ghana 2014 Inferred Mineral Resource Summary

Cut-off Au (g/t)	Zone	Tonnes Au (g/t)	Grade	Contained Gold (ounces)
0.7	Boin	9,551,000	1.20	368,500
0.7	Nyam	3,716,000	1.13	135,000
0.7	Sewum	7,549,000	1.09	264,500
	TOTAL	20,816,000	1.15	768,000

1. CIM definition standards were followed for the resource estimate.
2. The 2014 resource models used ordinary kriging (OK) grade estimation within a three-dimensional block model with mineralized zones defined by wireframed solids.
3. A base cut-off grade of 0.7 g/t Au was used for reporting resources with a capping of gold grades at 18 g/t.
4. A US\$1,300/ounce gold price, open pit with heap leach operation was used to determine the cut-off grade.
5. A density of 2.45 g/cm³ was applied.
6. Numbers may not add exactly due to rounding.
7. Mineral Resources that are not mineral reserves do not have economic viability

Edgewater announced that a technical report is being prepared by independent qualified person Todd McCracken, P. Geo. of WSP Canada Inc. ("WSP") and will be filed within 45 days of the announcement in the Edgewater news release dated May 12, 2014.

The resource estimate also evaluated the Enchi Project at a range of cut off grades between 0.3 and 2.0 g/t Au. Results are as follows:

Cut-off	Tonnes	Au g/t	Ounces
0.3	72,611,000	0.65	1,526,065
0.4	53,366,000	0.76	1,304,918
0.5	37,357,000	0.90	1,078,702
0.7	20,816,000	1.15	767,988
0.9	12,993,000	1.36	569,879
1.0	10,127,000	1.49	484,388
1.2	6,446,000	1.70	352,779
1.5	3,011,000	2.11	204,549
1.7	2,041,000	2.36	154,976
1.9	1,554,000	2.54	126,727
2.0	1,174,000	2.73	102,909

The 2014 Mineral Resource estimate was based on 52,385 metres of diamond and RC drilling in 646 holes as well as data from 13,799 metres in 102 surface trenches. The drilling is generally spaced at 25 to 50 metre intervals.

A two phase success contingent work program has been recommended by WSP. The first phase consists of metallurgical testing, and the completion of a Preliminary Economic Assessment ("PEA"). The second phase, contingent on the success of phase one, consists of additional drilling, detailed metallurgical testing, further

technical studies and a pre-feasibility study.

The three gold zones in the inferred resource estimate, Boin, Nyam and Sewum have been drilled to an approximate vertical depth of 75-100m and approximately 60-70% of the inferred resource consists of oxide mineralization. Pinecrest Resources sees opportunities to expand resources at all zones both laterally and to depth.

Edgewater, Red Back and previous operators have discovered and identified numerous gold mineralized zones on the Enchi Project characterised as structurally-controlled, mesothermal quartz vein style gold deposits. This style of gold mineralization is the most common type of gold occurrence in West Africa.

Further potential on the Enchi Project is evidenced by results of a regional airborne study consisting of a heliborne VTEM, magnetics and radiometric survey which was flown over the Enchi Project. A total of 2,084 line km at 200m spacing were flown covering an area of 568 square kilometres. The airborne geophysical survey at Enchi indicated that; 1) Several structures correlate to known mineralization, while many other similar structures remain untested and 2) Interpretation work pin pointed several additional drill targets and combined with soil geochemistry this data is a strong tool for identification of new discoveries.

Additional zones exists within the Enchi Project including several with successful first pass drilling but not part of the current resource including; Eradi; 27m grading 0.60 g/t Au including 10m grading 1.3 g/t Au, Kojina Hill; 68 m grading 1.14 g/t Au, 59m grading 0.77 g/t Au including 28m @ 1.22 g/t Au, and Boin NW; 7.0m grading 0.95 g/t Au and 3.0m @ 0.67 g/t Au.

Further high priority targets which warrant additional detailed exploration have been defined by trenching and auger drilling in 2012 and 2013 including; Boin Northwest; 10m grading 1.64 g/t and 2m grading 2.74 g/t Au, Sewum-Tokosea Trend; 31m grading 0.31 g/t Au and 5m grading 0.68 g/t Au, and Achimfo; 24m grading 0.84 g/t Au and 22m @ 0.62 g/t Au.

Sample analyses have been conducted at independent commercial facilities SGS and Intertek Labs in Tarkwa Ghana. All sample analyses was completed using industry standard geochemical and fire assay practices and included a rigorous Quality Assurance / Quality Control (QA/QC) program consisting of the insertion of standards, blanks and duplicate samples randomly into the sample stream. A review of the QA/QC results shows no significant bias and all results are considered highly reliable.

Share Consolidation

Prior to the closing of the Transaction, Pinecrest will complete a consolidation (the "Consolidation") of its share capital on a 4:1 basis, meaning four pre-consolidated shares for one post-consolidated share. Based on the 23,000,000 common shares of Pinecrest currently issued and outstanding, this will result in an aggregate of 5,750,000 issued and outstanding shares on a post-consolidated basis. The Consolidation is subject to the approval of the shareholders of the Company and the acceptance of the Exchange.

Financing

Pinecrest will complete a non-brokered private placement (the "Private Placement") financing, issuing 15 million subscription receipts (each a "Subscription Receipt") at a purchase price of CDN\$0.20 per Subscription Receipt to raise aggregate gross proceeds of CDN\$3,000,000. Each Subscription Receipt will entitle the holder to acquire one post-consolidated unit (each a "Unit") of the Company for no additional consideration upon the closing of the Transaction. Each Unit will consist of one post-consolidated common share ("Common Share") in the capital of the Company and one post-consolidated common share purchase warrant (each whole warrant a "Warrant"). Each Warrant will entitle the holder to acquire one post-consolidated common share of the Company at a post-consolidated exercise price of CDN\$0.30 for a period of 24 months from the completion of the Private Placement.

Upon the closing of the Private Placement, the gross proceeds of the Private Placement will be placed into escrow with an independent escrow agent pending the closing of the Transaction, following which they will be released to the Company. In the event that the Transaction does not close, the gross proceeds of the Private Placement and accrued interest thereon will be returned by the escrow agent to the subscribers.

Upon closing of the Transaction, the Company intends to use the net proceeds of the Private Placement to advance the Project and for general working capital.

A Finder's Fee of 6.0% of the gross proceeds raised under the Private Placement will be paid in cash or at the election of the Finder in post-consolidated common shares of Pinecrest on the closing of the Transaction.

All securities issued in connection with the Private Placement will be subject to a statutory hold period of four months plus one day from the closing date of the Private Placement. The Private Placement is subject to Exchange acceptance.

The offer and sale of the securities offered in the Private Placement has not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws, and such securities may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, sale or solicitation would be unlawful.

Post-Transaction Capital Structure

On completion of the Consolidation, the Private Placement and the closing of the Transaction, Pinecrest will have approximately 51,163,887 common shares issued and outstanding and 74,906,387 shares common on a fully diluted basis. The proposed equity ownership of the Company is anticipated to be as outlined below:

Holder	Percentage Ownership
Red Back	19.9%
Edgewater	39.6%*
Original Pinecrest shareholders	11.2%
New Capital (Private Placement)	29.3%
	100.0%

** The Acquisition Shares are to be distributed by Edgewater to its shareholders on a pro-rata basis as soon as reasonably practicable after the closing of the Transaction.*

Resale Restrictions for Pinecrest Shares Issued to Edgewater Shareholders

The Pinecrest common shares issued to Edgewater and subsequently distributed by Edgewater to its shareholders will be subject to resale restrictions which will be imposed from the closing date of the Transaction as follows:

6 months	25% release
9 months	25% release
12 months	50% release

Management and Board of Directors

Concurrently with the closing of the Transactions, it is intended that Mr. Edward Farrauto will resign as President and CEO of Pinecrest. Pinecrest would like to thank Mr. Farrauto for his contributions to the Company and we look forward to continuing to work with Mr. Farrauto in his continuing role as a Director of the Company. Upon completion of the Transactions, Mr. George Salamis will be appointed Chief Executive Officer of the Company, Mr. Ryan King will be appointed as President and Mr. Kristian Dagsaan, CA will continue to act as Chief Financial Officer. Mr. George Salamis will also be appointed to the Board of Directors of the Company, which comprises Mr. Douglas Forster, Mr. Blayne Johnson, Mr. Edward Farrauto, Ms. Kim Williams and Mr. Ryan King.

George Salamis, Chief Executive Officer and Director

Mr. Salamis has previously held senior management positions with established mining and exploration companies, most notably Placer Dome Inc. and Cameco Corporation, in addition to involvement in the formation and management of several junior mining companies listed in Europe and North America. Mr. Salamis has over 23 years' experience directing the exploration, development and mining operations of a number of gold, base metal and coal projects in many different regions of the world. In recent years, he has also played an integral role, both in executive and non-executive positions, in several large merger and acquisition transactions valued at over US\$1 billion and in significant financing initiatives, raising over US\$800 million in equity financing for various resource companies.

Ryan King, President and Director

Mr. King has 10 years' experience in the resource sector. Prior to joining Pinecrest, he was responsible for institutional and retail marketing and investor communications with several resources companies including Terrane Metals Corp. ("Terrane Metals") In 2010, Terrane Metals was acquired by Thompson Creek Mining for over CDN\$700 million and the company is currently in construction of the Mount Milligan copper gold deposit in central British Columbia. In recent years, Mr. King has assisted with various financing initiatives for various resource companies. Mr. King is currently on the board of directors of Edgewater and was a member of the board of Sandwell Mining Ltd. which in 2009 completed a reverse takeover with MBAC Fertilizer Corp. a TSX listed company with advanced stage phosphate and potash projects in Brazil.

Kristian Dagsaan, CA, Chief Financial Officer

Mr. Dagsaan has been a Chartered Accountant (British Columbia) since 2007. Mr. Dagsaan is CFO of Pinecrest Resources Ltd. (TSX VENTURE:PCR) and the former CFO of Gainey Capital Corp. Mr. Dagsaan has been working in senior accounting roles with junior mining companies since 2008. Mr. Dagsaan articulated with PricewaterhouseCoopers LLP and completed his undergraduate studies at Vancouver Island University.

Douglas Forster, M.Sc., P.Geo. Director

Mr. Forster has been associated with the mining industry for over 30 years as a geologist, senior executive, director and company founder. Mr. Forster holds a B.Sc. (1981) in geology and a M.Sc.(1984) in economic geology from the University of British Columbia, Canada. Mr. Forster has extensive experience in resource project development, mergers and acquisition, equity finance and public company management and has founded numerous companies listed on North American Stock Exchanges. Mr. Forster is a registered member of the Association of Professional Engineers and Geologists of British Columbia.

Blayne Johnson, Director

Mr. Johnson has been involved in the investment community for the past 20 years. As a Vice President of First Marathon Securities he played a key role in providing institutional financing to junior resource companies. During his tenure at the firm, First Marathon participated in over Cdn\$5 billion of equity financings for natural resource companies. Mr. Johnson's work at First Marathon involved equity and debt financings as well as mergers and acquisitions. Since 1996, Mr. Johnson has managed his own investment and real estate portfolios and has been an active investor in the mining sector. He is currently Chairman of Featherstone Capital Inc.

Edward Farrauto, Director

Mr. Farrauto has 17 years' experience as a senior financial officer in private and public companies. Mr. Farrauto's experience encompasses financial and regulatory compliance and public company management. Mr. Farrauto has been directly responsible for overseeing private placement financings, prospectus filings, reverse takeovers and merger and acquisition transactions. He has extensive experience with U.S. filings including SEC clearance and reporting issuers. Mr. Farrauto has his CGA designation.

Ms. Kim Williams, Director

Kimberly A. Williams - Ms. Williams holds a B.A.Sc. in marketing and management. Ms. Williams previously held the position of Assistant Vice President at Endeavour Financial Ltd. ("Endeavour"), a financial advisory firm focused on the mineral resource industry. Her responsibilities at Endeavour involved assisting clients with the implementation and closing of corporate transactions, the coordination and management of equity financings, as well as managing public company administration and regulatory compliance. Ms. Williams has over 18 years of experience in the financial and legal services industry, specifically in the resource mining sector. Prior to joining Endeavour, Ms. Williams held Corporate Communications positions with various junior public companies in the resource mining sector and is currently pursuing opportunities in the industrial sector

Stock Options

Concurrent with the closing of the Transactions and subject to the acceptance of the Exchange, the Company will grant up to 3,000,000 stock options to new directors, officers and employees of Pinecrest at CDN\$0.22 per post-consolidated share, or such greater price as may be required by the Exchange, with an

expiry of five years.

About Pinecrest

Pinecrest is a British Columbia corporation that is based in Vancouver, BC. The Company engages principally in the acquisition, advancement and development of precious mineral properties. Upon completion of the Transaction, the Company intends to explore and develop the Enchi gold project located in South West Ghana and to continue to seek potential precious and base metal projects for acquisition. The Company is currently listed as Tier 2 issuer on the TSX Venture Exchange (the "Exchange"), and intends to apply for status as a Tier 1 issuer concurrent with the completion of the Transaction.

Mr. Gregory Smith, P. Geo. a Technical Consultant to Pinecrest is the qualified Person as defined by NI 43-101 and has prepared and approved the technical data and information in this news release.

Further updates on the status of the Transaction will be provided by future press releases as matters progress.

In accordance with policies of the Exchange, trading in the common shares of Pinecrest has been halted in connection with the announcement of the Transaction. Trading will remain halted until completion of the Transaction or until satisfactory documentation with respect to the Transaction has been filed with the Exchange to allow a resumption of trading.

On Behalf of the Board of Directors PINECREST RESOURCES LTD.

Edward Farrauto
President & CEO, Director

Completion of the Transaction is subject to a number of conditions, including TSX Venture Exchange acceptance and if applicable shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Pinecrest should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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.

Cautionary Note Regarding Forward Looking Statements

This news release contains certain forward-looking statements, including statements regarding the proposed transactions with Red Back and Edgewater, the proposed Private Placement and Consolidation of the Pinecrest share capital and the closing of the transactions contemplated thereby, the use of net proceeds of the Private Placement, future plans and objectives of the Company and the business of the Company.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate" "plans", "estimates" or "intends" or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking statements". Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to materially differ from those reflected in the forward-looking statements.

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statements including but not limited to those with respect to the price of gold, potential mineralization, reserve and resource determination, exploration results, and future plans and objectives of the Company involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievement of Atlas to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

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