

Northern Vertex Secures Flexible Working Capital Facility for Up to US\$10M from Greenstone Resources

05.11.2018 | [CNW](#)

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VANCOUVER, Nov. 5, 2018 - [Northern Vertex Mining Corp.](#) (TSX.V:NEE) (the Company") is pleased to announce that it has signed a flexible, unsecured working capital facility with Greenstone Resources II L.P. ("Greenstone") for up to US\$10 million. The Greenstone facility is available in up to five tranches and the Company has drawn the first tranche of US\$2.5 million. The Company expects to repay the Greenstone facility with proceeds from the private placement and the Maverix Metals silver stream financings announced on October 15, 2018.

Northern Vertex President and CEO, Kenneth Berry stated, "In advance of closing the Maverix Metals silver stream and private placement, Greenstone has demonstrated their continued support by providing us with a flexible working capital facility. The initial US\$2.5 million tranche of the Greenstone facility is convertible into Northern Vertex shares at \$0.30 per share and, at Greenstone's option, will convert into shares or be repaid from the proceeds of the previously announced silver stream and private placement financings. The Company is pleased with the progress to date by Maverix Metals and expects to provide an update on the stream financing and private placement shortly. Greenstone has confirmed their intention to participate in our previously announced private placement and we look forward to a timely closing of these financings. Having recently declared commercial production at our Moss Mine in Arizona, we look forward to updating the market with the details of our continued ramp-up."

The Company has entered into a definitive agreement with Greenstone Resources II L.P. ("Greenstone") in respect of an unsecured non-revolving loan facility ("Greenstone Facility") in the aggregate principal amount of up to US\$10 million. The terms of the Greenstone Facility include:

- initial advance of US\$2.5 million drawn down today;
- up to four further advances may be made at the election of the Company made no later than the earlier of the May 5, 2019 and the date upon which the Company receives the upfront payment from [Maverix Metals Inc.](#) ("Maverix") pursuant to a metals purchase agreement between the Company and Maverix, indicative terms of which were announced by the Company on October 15, 2018;
- maturity date of October 3, 2019 at which time the principal amount is to be repaid in full, subject to Greenstone having not elected to convert the principal amount outstanding;
- interest rate of 12% per annum, payable quarterly in arrears in cash;
- pre-payable by the Company in whole or in part at any time and from time to time, so long as an event of default has not occurred and is continuing;
- mandatory repayment upon the completion by the Company of the silver stream or an alternative financing in the event that the silver stream does not close on the terms disclosed or at all;
- conversion price of the initial advance is Cdn\$0.30. The conversion price of debentures issued under any subsequent advance will be subject to pre-approval by the TSXV;
- cash fees payable to Greenstone of 3% of the amount of each subsequent advance (payable on each such advance);
- the Company has agreed to commence an alternative financing if the Stream is not closed by November 16, 2018; and
- proceeds from the Greenstone Facility will be used for working capital and general corporate purposes.

Greenstone is a significant shareholder of the Company holding an aggregate of 51,769,230 common shares of the Company, representing approximately 28.4% of the issued and outstanding common shares of the Company on an undiluted basis, and accordingly, the transaction is a non-arm's length transaction under the policies of the TSX Venture Exchange (the "Exchange").

Upon conversion, if any, in full of the initial US\$2.5 million debenture issued today (using an exercise price of Cdn\$0.30 and using the Bank of Canada closing exchange rate on November 2, 2018 of US\$1 = Cdn\$1.3105), Greenstone would receive an aggregate of 10,920,833 additional common shares of the Company, as a result of which it would hold, including the current shares it holds, 62,690,063 common shares of the Company, representing approximately 32.5%, on an undiluted basis, of the issued and outstanding shares of the Company (including the issuance of such shares). This would represent an increase of approximately 4.1% from Greenstone's current shareholding percentage of the Company.

The Greenstone Facility, and all securities issuable thereunder (other than those in respect of the initial drawdown, which have already been approved) are subject to the acceptance of the Exchange. All securities

issued in connection with the Greenstone Facility will be subject to a hold period expiring four months and one day from the date of issuance of the respective securities.

Greenstone has advised the Company that the Greenstone Facility, and any securities acquired thereunder, is being provided for, and held for, investment purposes. Depending on market conditions and other factors, Greenstone advises that it may from time to time acquire and/or dispose of securities of the Company or continue to hold its current position. A copy of the early warning report required to be filed by Greenstone with the applicable securities commission in connection with the transactions will be available on SEDAR at www.sedar.com and can be obtained by contacting Matt Hornton and Gordon Purvis at Greenstone +44-1481-748-810.

The securities being offered have not been, nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. federal and state registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of, or a solicitation of an offer to buy, securities in the United States.

About Northern Vertex

[Northern Vertex Mining Corp.](#), the newest gold producer in the US, is focused on low cost gold and silver production at its 100% owned Moss Mine in NW Arizona. The Company has experience across all areas of operations, mine development, exploration, acquisitions and financing of mining projects. With operations at the flagship Moss Mine achieving commercial production the Company intends to consolidate additional producing or near-term production gold assets within the Western US. Through mergers and acquisitions Northern Vertex's corporate goal is to become a mid-tier gold producer with over 200,000 ounces of gold production annually.

ON BEHALF OF THE BOARD OF NORTHERN VERTEX

"Kenneth Berry"
President & CEO

Greenstone's registered office is at:
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Neither 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.

Forward-Looking Statements:

The information in this news release has been prepared as at November 5, 2018. Certain statements in this news release, referred to herein as "forward-looking statements", constitute "forward-looking statements" under the provisions of Canadian provincial securities laws. These statements can be identified by the use of words such as "expected", "may", "will" or similar terms, and include, without restriction, statements regarding the planned completion of the Greenstone Financing and the proposed use of the proceeds of the financings.

Forward-looking statements are necessarily based upon a number of factors and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Many factors, known and unknown, could cause actual results to be materially different from those expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as otherwise required by law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based. More particularly, this release contains statements concerning the anticipated future advances under the Greenstone Facility, receipt of or the availability of exemption from application shareholder approval requirements relating to the Greenstone Facility, the

anticipated completion of the Maverix Stream or any alternative financing and the anticipated use of the proceeds of the Greenstone Facility. There can be no assurance that any subsequent advances under the Greenstone Facility, the Maverix Stream or any alternative financing will complete within the anticipated timelines or complete as contemplated or at all, or that the proceeds of the Greenstone Facility will be used as anticipated. US investors should be aware that mining terminology used for Canadian mineral project reporting purposes differs significantly from US terminology.

SOURCE [Northern Vertex Mining Corp.](#)

Contact

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