

Colorado and Buckingham Sign Binding Arrangement Agreement, Announce New Management and Outline 2019 Exploration Plan for Kinaskan-Castle Property, BC.

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VANCOUVER, July 2, 2019 - Further to the joint news releases dated May 08, 2019 and May 27, 2019, [Colorado Resources Ltd.](#) (TSXV: CXO) ("Colorado") and Buckingham Copper Corp. ("Buckingham") are pleased to announce that they have signed the binding Arrangement Agreement that will result in the acquisition of Buckingham by Colorado, along with the addition of new Colorado Board members and management, and a minimum \$2.5 million concurrent financing.

The acquisition of Buckingham by Colorado by Plan of Arrangement is expected to be completed on or around August 13, 2019, following corporate and regulatory approvals. Details are summarized below. Upon completion of the Arrangement, a \$1.4 million exploration program, including drilling, is expected to immediately commence on Colorado's Kinaskan-Castle Property.

Important aspects of the Plan of Arrangement:

- Colorado will acquire Buckingham through the issuance of 12,490,054 Colorado shares. Buckingham brings two complementary projects in northwestern British Columbia to Colorado, plus financial and technical expertise.
- The minimum \$2.5 million financing has been arranged through commitment letters (see news release dated May 27, 2019 for more information), and Subscription Receipts are currently being collected.
- The combined company will hold over 130,000 hectares of mineral tenure focused in the Golden Triangle with initial exploration focused on the Kinaskan-Castle property.
- Upon closing, the five-member board of Colorado will be reconstituted by the addition of Michael Cathro and Dr. Fletcher Morgan, and existing Colorado Board members, Cecil Bond, Alastair Still and Bryan Wilson.
- Special thanks is given to the Chairman of the Board of Colorado, Patrick Soares, for his leadership on the Board. Mr. Soares will leave the Board at closing of the transaction and has agreed to remain as the Chairman of the Advisory Board of Colorado.
- Mr. Shaw, who will also be leaving as both a member of the Board and President & CEO to pursue other interests, is thanked for his service to Colorado.
- As previously announced, upon closing the new Colorado management will consist of CEO Joseph Mullin and recently appointed CFO Eric Casey, with a team of consultants and technical advisors consisting of Justin Himmelright B.Sc., M.Eng., Mark Rebagliati B.Sc., P.Eng. and Dr. James Oliver, Ph.D. P.Geo.
- Buckingham has received Voting Agreements from 90.3% of its Shareholders, under which those Buckingham Shareholders agree to vote in favor of the Plan of Arrangement.

2019 Exploration Plans

A key result of the takeover will be the consolidation of Colorado's Kinaskan-Castle property with Buckingham's Moat property in the Red Chris district of the Golden Triangle of northwestern BC (see Figure 1).

The combined, "Castle" property is 19,256 hectares in size, and lies directly west of and on-strike from Saddle South epithermal gold-silver and Saddle North porphyry copper-gold discoveries on GT Gold's Tatogga property. Drilling in 2018 on Saddle North by GT Gold intersected very long intervals of copper-gold mineralization, including hole TTD093 that intersected 0.51 g/t Au, 0.30 % Cu, 0.93 g/t Ag over 904.12 m, beginning at 15.00 m (see GT Gold News Release of October 10, 2018). The reader is cautioned that results or information from an adjacent property does not infer or indicate similar results or information will or does occur on the Castle property.

The planned exploration program, budgeted at \$1.4 million including drilling, that has been designed for the

Castle property is expected to commence in August. A phase-1 work program will include prospecting, geological mapping, and geochemical, magnetic and Induced Polarization (IP) surveys to in-fill a nearly two km-long, high-priority gap in data along the eastern Castle property boundary with GT Gold (see Figure 2). A phase-2 program, scheduled for late summer, is expected to comprise drilling of up to 2,500 m on high priority targets already developed, including Castle East described below, and new targets from the phase-1 work.

Castle-Saddle Trend

The newly recognized Castle-Saddle Trend crosses west to east from the Castle property onto the Tatogga property of GT Gold (see Figure 2). The Trend is >10 km in length and 1-2 km wide, and is defined by an east-west trending zone of structural disruption, pervasive and continuous quartz-sericite-pyrite alteration and local potassic alteration that follow an elongate intrusion of Lower Jurassic monzodiorite and monzonite.

At least 6.5 km of the 10 km-long Castle-Saddle Trend occurs within the Castle property. Several known epithermal gold-silver vein/stockwork and copper-gold porphyry prospects occur along the trend, including the Castle, Castle Central, Castle East and Tuk prospects on the Castle property, and the Saddle South and Saddle North prospects on the Tatogga property of GT Gold.

While there were significant discoveries by GT Gold at Saddle South in 2017 and Saddle North in 2018, only limited exploration has taken place on the Castle portion of the Trend. At the Castle Au-Cu prospect at the western end of the Trend, drilling of 4,827.2 m in 21 drillholes by previous operators in 1988 and 2012-2013 intersected broad low-grade Au-Cu values and narrow higher-grade Au-Cu intervals (see Figure 2). Nevertheless, there has been no drilling for 5 km along the trend in an eastward direction toward Saddle South.

Initial Drill Targets

Drill hole targeting has already begun based on existing data, and will be augmented by the planned expanded surveys. An initial high priority target for drilling is the Castle East anomaly located 2.5 km west of GT Gold's Saddle South Au-Ag deposit. The Castle East target was partially defined by IP ground surveys in 2017 and 2018, and remains open for expansion, and has never been drilled. Here a strong 400 m x 750 m oval-shaped, high chargeability anomaly was identified on two IP lines that cross prospective monzonite and intermediate volcanic rocks that are pyrite-sericite altered and structurally disrupted. This chargeability feature (20 to 40 millivolts per volt), is coincident with an ovoid magnetic low, and is partially overlain and flanked by a strong copper-gold soil anomaly some 1200 m by 300 m in size with values of >300 ppm Cu and >100 ppb Au. Three initial drill holes have been selected for this target, and a drill permit is in place. Several other IP, geochemical and geological targets require limited additional ground surveys prior to drilling.

Details of the Plan of Arrangement

The Arrangement will be implemented under the Business Corporations Act (British Columbia) pursuant to Section 288. Buckingham Shareholders will receive Colorado Shares based on the Exchange Ratio. The Arrangement will be an Arm's Length Transaction pursuant to the policies of the Toronto Stock Exchange and the TSX Venture Exchange. Upon closing of the Arrangement: all unexercised Buckingham Share purchase warrants will be exchanged for warrants to purchase Colorado Shares on the basis of the Exchange Ratio, will have a 12 cent strike price and will expire 3 years from the date of the amendment to the warrant certificates.

The Agreement is dated June 27, 2019, and contains representations and warranties for the benefit of each of Colorado and Buckingham, conditions relating to shareholder, court, and regulatory approvals, material adverse changes, and compliance with the Agreement as are in each case customary in comparable transactions of this nature. Completion of the Arrangement is subject to a number of conditions being satisfied or waived by one or both of Colorado and Buckingham at or prior to closing of the Arrangement, including: approval of the holders of Buckingham Shares, and warrants, together with any requisite minority approvals; receipt of all necessary regulatory and court approvals; and the satisfaction of certain other closing conditions customary for a transaction of this nature as well as approval from Newmont Goldcorp.

The Agreement includes a non-solicitation, and a superior proposal provision on the part of both parties (subject to customary fiduciary-out provisions). In the event of a superior proposal for Colorado, Buckingham has the right to either match such superior proposal or receive a termination fee in the amount of \$200,000, a refund of the \$200,000 that it advanced Colorado at the time the Letter of Intent was signed, and up to

\$250,000 in reimbursement for transaction expenses. In the event of a superior proposal for Buckingham, Colorado has the right to either match such superior proposal or receive a termination fee in the amount of \$200,000, and may credit the \$200,000 loan that it received at the time the Letter of Intent was executed against up to \$250,000 in transaction expenses.

Details of the Arrangement, including a summary of the terms and conditions of the Arrangement Agreement, will be disclosed in a management information circular of Buckingham, which will be mailed to holders of Buckingham Shares and warrants, and will also be available on SEDAR at www.sedar.com. It is expected that a special meeting of holders of Buckingham Shares and warrants (the "Meeting") to approve the proposed Arrangement will be held in August 2019 and, if approved at the Meeting, it is expected that the Arrangement would close several days later.

Status of Financing

The minimum \$2.5 million financing has been arranged through commitment letters (see news release dated May 27, 2019), and Subscription Receipts are currently being collected. The financing will close concurrent to the proposed transaction.

Lead orders for the financing have been committed by institutions including the Konwave AG/ Gold 2000 family of funds in Zurich.

Pricing for the subscription receipts was published on May 27, 2019 and consists of an \$0.085 non-Flow Through unit including a half warrant exercisable at \$0.12 per full warrant for 3 years from the date of issuance; and, a \$0.12 Flow Through unit including a half warrant exercisable at \$0.15 per full warrant for 3 years from the date of issuance.

The technical information in this release has been reviewed and approved by Michael Cathro, Buckingham Director, professional geoscientist, and a qualified person under NI 43-101, and by Bill Yeomans, professional geoscientist, independent consultant to Colorado Resources and a qualified person under NI 43-101.

ABOUT COLORADO

[Colorado Resources Ltd.](#) is currently engaged in the business of mineral exploration for the purpose of acquiring and advancing mineral properties located in the "Golden Triangle" British Columbia. The Company's main exploration projects within British Columbia include KSP, North ROK, Kingpin and Kinaskan-Castle.

ABOUT BUCKINGHAM

Buckingham Copper Corp. is an unlisted public reporting Canadian Exploration Company focused on exploring and developing its Sofia and Moat Properties. The Properties are located in the Toodogone and Golden Triangle districts respectively, in British Columbia. For additional information please visit www.sedar.com.

ON BEHALF OF THE BOARD OF DIRECTORS OF BUCKINGHAM COPPER CORP

"Joseph Mullin"
Chief Executive Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF COLORADO RESOURCES LTD

"Robert Shaw"
President and Chief Executive Officer

Cautionary Notes in Release and Maps

1 This news release contains information about adjacent properties on which Colorado and Buckingham have no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on the Company's properties.

2 Historical information contained in this news releases maps or figures regarding the Company's project or adjacent properties are repeated for historical reference only and cannot be relied upon as the Company's QP, as defined under NI-43-101 has not prepared nor verified the historical information.

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and assumptions and accordingly, actual results and future events could differ materially from those expressed or implied in such statements. You are hence cautioned not to place undue reliance on forward-looking statements. All statements other than statements of present or historical fact are forward-looking statements, including statements with respect to the Letter of Intent and the definitive agreement(s) will be entered into and that Proposed Transaction will be consummated on the terms and timeline provided herein or at all, the benefits of the Proposed Transaction to Colorado and Buckingham and the receipt of all required approvals including without limitation the shareholders of Buckingham and applicable regulatory authorities, applicable stock exchanges and Newmont GoldCorp. Forward-looking statements include words or expressions such as "proposed", "will", "subject to", "near future", "in the event", "would", "expect", "prepared to" and other similar words or expressions. Factors that could cause future results or events to differ materially from current expectations expressed or implied by the forward-looking statements include general business, economic, competitive, political and social uncertainties; the state of capital markets; risks relating to, (i) the impact on the respective businesses, operations and financial condition of Buckingham and Colorado resulting from the announcement of the Proposed Transaction and/or the failure to complete the Proposed Transaction on terms described or at all, (ii) a third party competing bid materializing prior to the effective date of any definitive agreement(s) or the completion of the Proposed Transaction, (iii) delay or failure to receive board, shareholder regulatory or court approvals, where applicable, or any other conditions precedent to the completion of the Proposed Transaction, (iv) unforeseen challenges in integrating the businesses of Buckingham and Colorado, (v) failure to realize the anticipated benefits of the Proposed Transaction, (vi) other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant; and other risks described in Colorado's and Buckingham's documents filed with Canadian securities regulatory authorities. You can find further information with respect to these and other risks in filings made by Colorado and Buckingham with the Canadian securities regulatory authorities and available at www.sedar.com. Colorado's documents are also available on their website at www.coloradoresources.com, and Buckingham's documents are also available at www.buckinghamcopper.com. We disclaim any obligation to update or revise these forward-looking statements, except as required by applicable law.

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