

# Precipitate and Barrick Gold Agree to US\$10.0M Earn-In Agreement on Precipitate's Pueblo Grande Project and US\$1.0M Private Placement

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Vancouver, April 14, 2020 - [Precipitate Gold Corp.](#) (TSXV: PRG) ("Precipitate" or the "Company") is pleased to announce that it has signed a definitive earn-in agreement (the "Agreement") with Barrick Gold Corporation ("Barrick") (NYSE: GOLD) (TSX: ABX) whereby Barrick has the right to earn a 70% interest in the Company's Pueblo Grande Project (the "Project") located immediately adjacent to Barrick's world-class Pueblo Viejo gold-silver mine in the Dominican Republic. To earn its interest, Barrick must incur a minimum US\$10.0 million in exploration expenditures and deliver a qualifying Pre-feasibility Study prior to the sixth anniversary of the Agreement. In addition, Barrick has agreed to subscribe for the Canadian dollar equivalent of US\$1.0 million of Precipitate's common shares in a private placement.

In accordance with the terms of the Agreement, to earn a 70% interest in the Project, Barrick must (the "Earn-in Conditions"):

- Incur a minimum of US\$10.0 million in qualifying Work Expenditures prior to the sixth anniversary of the entering into of the Agreement as follows:

- US\$2.0 million in aggregate before the second anniversary, with a US\$1.0 million guaranteed minimum expenditure before the second anniversary;
- US\$3.5 million in aggregate before the third anniversary;
- US\$5.0 million in aggregate before the fourth anniversary;
- US\$7.0 million in aggregate before the fifth anniversary; and
- US\$10.0 million in aggregate before the sixth anniversary;

- Complete a minimum of 7,500 metres of drilling before the sixth anniversary of the entering into of the Agreement; and

- Deliver a qualifying Pre-Feasibility Study before the sixth anniversary of the entering into of the Agreement

Shortfalls in required Work Expenditures may be paid by Barrick to Precipitate as cash in lieu to satisfy the Work Expenditures' requirement. Barrick may at any time accelerate any or all of the Work Expenditures and excess Work Expenditures in any year shall apply against any future years' obligations.

Jeffrey Wilson, President & CEO, stated, "We are pleased to announce the agreement with Barrick whereby one of the largest gold mining companies in the world has agreed to a substantial earn-in arrangement to advance our 100% owned Pueblo Grande Project to a pre-feasibility stage in exchange for a 70% interest. The work expenditure commitments and expeditious timeline to completion of a Pre-Feasibility Study supports the Company's belief that the Pueblo Grande Project represents an important and prospective land package warranting a substantial budget for extensive property-wide exploration and drilling. Barrick's technical and financial capacity to conduct this work provides Precipitate shareholders with upside leverage, while mitigating risk and limiting potential share dilution to finance work programs of this scale. Should Barrick's work prove successful in delineating a meaningful minable resource, Precipitate will be carried for a significant retained interest with no cash outlay by the Company. The injection of additional capital into the Company from the US\$1.0 private placement (C\$1.39M) allows Precipitate to continue the advancement of its other 100%-owned Dominican Republic projects while gaining an important, long term shareholder with significant in-country prominence and expertise. Our exploration focus will immediately turn to near term drill targets emerging within the Company's nearby Ponton gold project and the ongoing advancement of existing targets at the Juan de Herrera project, immediately adjacent to GoldQuest's Romero project."

Upon satisfaction of the Earn-in Conditions and delivery of an exercise notice, Barrick and Precipitate will

form a Joint Venture to be owned 70% by Barrick and 30% by Precipitate. At Precipitate's election, which must be made within 120 days of the approval by the Joint Venture of a Feasibility Study, Barrick will be obligated to provide Precipitate's portion of any debt financing or arrange for third party financing of Precipitate's portion of any debt financing required to construct a mine on the Project described in the Feasibility Study in consideration for the transfer by Precipitate to Barrick of a 5% interest in the Joint Venture. Dilution of the Company's interest in the Joint Venture below 10% will result in the conversion of Precipitate's interest to a 1.5% Net Smelter Return ("NSR") royalty on any concessions without pre-existing NSRs as of the date hereof, and a 1.0% NSR royalty on any concessions with pre-existing NSRs as of the date hereof, applicable to all recovered products.

Barrick has also subscribed for the Canadian dollar equivalent of US\$1.0 million in a private placement of the Company's common shares at a price per share based on the volume weighted average price of the Company's shares on the TSX Venture Exchange ("TSXV") for the 30 trading days preceding the date hereof. As such, Barrick will be issued 12,713,636 common shares of Precipitate at a price of \$0.11 per share for gross proceeds of C\$1,398,500. Upon closing, Barrick will control 12.02% of the Company's outstanding common shares (on an undiluted basis). Closing of the private placement is subject to approval from the TSXV.

As operator of the Project, Barrick will prepare Programs and Budgets in respect of the Project and provide Precipitate copies of each approved Program and Budget within 30 days of its approval. In addition, Barrick will prepare and provide to Precipitate, by the 45th day after the end of each calendar quarter, a quarterly report in respect of the preceding quarter that describes all work conducted on the Project, including all data and results derived from such work.

In the event Barrick elects to withdraw from the Agreement prior to having earned a 70% interest or fails to fulfill the qualifying Work Expenditures, including delivery of a qualifying Pre-feasibility Study before the sixth anniversary, Barrick will forfeit all rights and interests in the Project to Precipitate with all concessions in good standing.

About Precipitate Gold:

[Precipitate Gold Corp.](#) is a mineral exploration company focused on exploring and advancing its mineral property interests in the Pueblo Viejo Mining Camp and Tiroo Gold Trend of the Dominican Republic. Precipitate is also actively evaluating additional high-impact property acquisitions with the potential to expand the Company's portfolio and increase shareholder value.

Additional information can be viewed at the Company's website [www.precipitategold.com](http://www.precipitategold.com).

On Behalf of the Board of Directors of [Precipitate Gold Corp.](#),

"Jeffrey Wilson"  
President & CEO

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This press release may contain "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein are forward looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. This forward-looking information reflects [Precipitate Gold Corp.](#)'s ("Precipitate" or the "Company") current beliefs and is based on information

currently available to Company and on assumptions it believes are reasonable. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Precipitate to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: the exploration concessions may not be granted on terms acceptable to the Company, or at all; general business, economic, competitive, political and social uncertainties; the concessions acquired by the Company may not have attributes similar to those of surrounding properties; delay or failure to receive governmental or regulatory approvals; changes in legislation, including environmental legislation affecting mining; timing and availability of external financing on acceptable terms; conclusions of economic evaluations; and lack of qualified, skilled labour or loss of key individuals. Although Precipitate has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Precipitate does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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