

Golden Share Provides Update on Proposed Business Combination with Lipari Diamond Mines

15.02.2024 | [Newsfile](#)

Toronto, February 15, 2024 - [Golden Share Resources Corp.](#) (TSXV: GSH) ("Golden Share" or the "Company") is pleased to provide an update on the Company's previously announced arm's length reverse takeover transaction (the "Transaction") with Lipari Diamond Mines Ltd. ("Lipari"), a British Columbia based company with interests in diamond properties in Brazil and Angola. An update of the work underway on the mineral properties of Lipari and Golden Shares is also provided in this news release.

A SUMMARY OF THE TRANSACTION

As was announced in the news release dated March 20, 2023, Golden Share signed a share exchange agreement (the "Definitive Agreement") with Lipari on March 15, 2023. Under the terms of the Definitive Agreement, the Company will issue common shares ("Resulting Issuer Shares") in exchange for the outstanding common shares of Lipari (the "Lipari Shares"), on the basis of 2.21678892 Resulting Issuer Shares for each Lipari Share (the "Exchange Ratio"). For the purposes of the Transaction, Lipari was valued at US\$25M or C\$34M (based on an exchange ratio of US\$1.00 = C\$1.36) and as such the Resulting Issuer Shares will be issued at a deemed price of US\$0.45110294 (C\$0.6135) per Resulting Issuer Share, on a consolidated basis¹. Lipari also has a US\$5M (C\$6.8M) convertible debenture outstanding and the holder of this debenture has indicated that following completion of the Transaction this debenture will be converted into Resulting Issuer Shares at a price equal to the Offering Price (as defined below).

In accordance with the terms and conditions of the Definitive Agreement, the Company will, prior to closing of the Transaction, effect a consolidation (the "Consolidation") of the outstanding common shares of Golden Share ("GSH Shares") on the basis of one (1) post-Consolidation GSH Share for every ten (10) pre-Consolidation GSH Shares (the "Consolidation Ratio"). All outstanding incentive stock options and common share purchase warrants of Golden Share will automatically adjust in accordance with their terms to give effect to the Consolidation such that, following the Consolidation, the holders thereof will be entitled to acquire Resulting Issuer Shares in lieu of GSH Shares (with adjustments to account for the Consolidation Ratio). Thus the 3,045,000 Golden Share Options will be exercisable for an aggregate of 304,500 Resulting Issuer Shares.

Upon the completion of the Transaction, the Resulting Issuer will assume sole ownership of the share capital of Lipari. The Resulting Issuer will own 100% of Lipari and the former holders of the Lipari Shares will become shareholders of the Resulting Issuer. The primary business of the Resulting Issuer will then become that of the business of Lipari. The Resulting Issuer will change its name to "Lipari Diamond Mines Ltd." and will have its head office located at 517 Rua João Chagas Ortins de Freitas, Sala 301, Lauro de Freitas, Bahia, Brazil CEP:42.710-610, and its registered office will be located at Suite 3000, 77 King Street West, Toronto, Ontario M5K 1G7.

Additional details regarding the Transaction can be found in the March 20, 2023 press release.

UPDATE ON THE ACTIVITIES OF LIPARI

Since signing the Definitive Agreement with Golden Share, Lipari has been advancing the development of its Tchitengo diamond project in Angola, and the transition of its producing Braúna diamond mine in Brazil from an open pit mine to an underground operation.

Tchitengo Diamond Project, Angola (75% Equity Interest)

Lipari indirectly owns through its Angolan subsidiaries, a 75% equity interest in the Tchitengo diamond project (the "Tchitengo Project") in Angola. Endiama, the Angolan government's mining entity, owns the remaining 25% equity interest in the project. The Tchitengo Project consists of a concession covering an area of 1,022 km² in the Lunda provinces of northeastern Angola. The Tchitengo Project is located midway between Endiama's world class Catoca and Luele mines to the south, and the Camatchia diamond mine situated immediately to the north of the Tchitengo concession. Historic technical data record the discovery of 30 kimberlite pipes during the period 2007 to 2012 on four concessions precursor to the current concession that comprises the Tchitengo Project.

The Tchiuzo kimberlite is the most advanced of the 30 kimberlite pipes that have been discovered to date on the Tchitengo Project. The Tchiuzo kimberlite is a steep-sided pipe with a surface area of 9.6 hectares. A July 2009 resource estimate supported historic Preliminary Economic Assessment-level ("PEA") and Pre-Feasibility Study-level techno-economic studies by ALROSA's Yakutniproalmaz Technical Institute, conducted over the period 2011 to 2013, which outlined the historical economic viability of a stand-alone open pit mining operation to depths of 200-250 meters below surface. The deposit was not advanced further due to a decline in diamond prices in 2015². A total of US\$35.6M was reportedly expended on the exploration and development of the Tchiuzo kimberlite pipe during the period 2006 to 2016.³

In November 2023, Lipari, through its Angolan subsidiary Tchitengo Mining, commenced a Phase-1 verification-style drilling and microdiamond sampling program at the Tchiuzo kimberlite. The work program that is currently underway comprises confirmatory core drilling (12 holes for 3,000 m), selective microdiamond assays and additional resource related engineering and metallurgical studies that are required to appropriately validate the results previously reported in the PEA for the Tchiuzo kimberlite. The proposed work program is designed to confirm and substantiate the previously reported sampling results and to establish a basis to update the July 2009 historic mineral resource estimate and PEA previously completed for the Tchiuzo kimberlite. The total estimated cost of this Phase-1 program is approximately C\$4.32M (US\$3.18M) and the Phase-1 program is expected to be completed by September 2024.

Braúna Diamond Mine, Brazil (100% Equity Interest)

The Braúna Mine consists of five adjoining mineral licences covering 6,928 hectares, located in the Municipality of Nordestina, State of Bahia, Brazil. The Braúna licences encompass 23 kimberlite pipe and dyke occurrences. The Braúna 3 pipe is the largest of the kimberlite occurrences and commenced commercial production in July 2016. The mine has produced 1,144,675 carats of natural rough diamonds from 6.15Mt of kimberlite mined from the Braúna 3 deposit for an average production grade of 18.6 cpht to year-end 2023. Since the start of commercial production in 2016, gross sales revenues total US\$209.8M from the sale of 1,132,970 carats of rough diamond at an average unit sales price of US\$185 per carat.

During 2023, open pit mining operations at the Braúna Mine focused on the extraction of the remaining ore from the north lobe of the Braúna 3 kimberlite. A total of 498,106t of ore and waste were mined during the year, consisting of 182,432t of ore, and 315,674t of waste. The 182,432t of ore were extracted from the north lobe during the first five months of the year, with mining operations in the open pit being suspended in May 2023 when the northern part of the open pit reached its economic limit. Waste stripping was completed by March 2023, with the exception of approximately 18,000t of waste rock mined during Q4-2023 to clean pit ramps, access ways and prepare for the underground portal and decline development work which commenced in February 2024.

Ore stockpile inventory at January 1, 2023 amounted to approximately 765,000t of ore at an estimated diamond grade of 10.9 cpht. A total of 806,797t of ore was processed during the year, resulting in the recovery of 73,563 carats of diamonds and an average recovered diamond grade of 9.1 cpht. Ore stockpile inventory available for processing as of December 31, 2023 was approximately 140,000t.

The following table presents a summary of the key production results achieved at the Braúna mine during the year ended December 31, 2023 from the processing of ore from the north lobe of the Braúna 3 pipe and lower grade stockpiled ore.

Description	Units	Q1-2023	Q2-2023	Q3-2023	Q4-2023	Total
Ore Mined	t	152,593	29,608	Nil	Nil	182,201
Waste Mined	t	297,186	1,622	330	16,536	315,674

Ore + Waste	t	449,779	31,230	330	16,536	497,875
Ore Processed	t	190,379	198,222	211,084	207,112	806,797
Diamonds Produced	carats	23,281	16,049	18,437	15,796	73,563
Recovered Grade of Ore	cpht	12.2	8.1	8.7	7.6	9.1

The Company conducted five sales of its rough diamond production from the Braúna Mine during 2023. A total of 95,382 carats were sold during the year for gross sales proceeds of US\$17.35M. The average unit sales value of the production during 2023 was US\$182 per carat. Ken Johnson, President of Lipari commented that "we were pleased that we were able to maintain a stable unit sales prices during 2023 despite a significant decline in the global average rough diamond price during the latter half of 2023 due to a moratorium on rough diamond purchases by Indian diamond manufacturing organizations during the period September to November 2023. We started to see signs of a turnaround in the diamond market with a reported 8.7% overall increase in rough diamond prices in January 2024 compared to late November 2023⁴, with the increase fueled by a better-than-expected holiday season and coordinated supply curtailment efforts from the upstream and mid-stream sectors." The diamond industry's major upstream and midstream players have taken steps to help rebalance the market and support rough prices which should improve industry fundamentals through 2024.⁵

Transition of the Braúna 3 Mine to an Underground Operation

On February 7, 2024 Lipari conducted the initial blast of the mine portal that will provide underground access to allow for the continued production of diamonds from the Braúna 3 kimberlite below the bottom of the current open pit. The underground operation is expected to add an additional four years of mine life, producing an estimated 433,000 carats of diamonds from the processing of 1.85Mt of ore at a diamond grade of approximately 17 cpht. Underground mining will be conducted using the sub-level retreat ("SLR") mining method which has been successfully implemented at the Diavik and Ekati mines in NWT, Canada, and the Koffiefontein mine in South Africa.

The estimated capital cost of the underground operation, based on the use of contract mining services, is approximately C\$7.78M (US\$5.72M).⁶ Direct production costs, which include both (remaining) open pit and underground mining costs, access and stope development, infrastructure, plant and overheads are estimated at C\$34.45 (US\$25.60)/t of ore mined and processed. Processing operations will be suspended at the end of February 2024 to allow for upgrades and maintenance of the processing plant. Plant operations are scheduled to restart in July 2024, when the first ore from the underground operation is expected to be delivered to the processing plant.

Update on Financing

On December 30, 2023 Lipari completed a C\$3.02M (US\$2.22M) private placement with two of its shareholders, which is being used to finance the start of the Phase I exploration program on the Tchitengo Project, commencement of the underground development at the Braúna Mine, and to fund the costs associated with the Transaction. The two shareholders have also agreed to provide approximately C\$13.27M (US\$9.76M) in additional private placement financings during 2024 to fund the on-going drilling and resource confirmation program at the Tchiuzo kimberlite, and the underground development at the Braúna Mine.

This incremental financing is expected to allow the continued development of the Tchitengo Project as well as the underground transition of the Brauna Mine to continue. Ken Johnson of Lipari commented that, "The financing provided by the Company's main shareholders confirms their confidence in our projects and the future of the diamond industry. The transition of our Braúna Mine to an underground operation is projected to add at least another 4 years of production from that operation. Our drilling program on the Tchiuzo kimberlite, situated on our Tchitengo Project in Angola, will support an update of the PEA that was completed on that pipe in 2013, and potentially lead to a production decision within the next three years."

As was announced in the news release dated March 20, 2023, Lipari engaged ERG Securities (US) LLC, an affiliate of ERG Capital Partners ("ERG Capital"), to raise up to C\$34M (the "Financing") in equity capital. ERG is a boutique investment bank specializing in raising growth capital for small and mid-sized companies through its offices in Toronto, New York and London. ERG covers a variety of industry sectors including mining with a focus on strategic metals in most jurisdictions across the globe. The financing for the Transaction was to be based on raising a minimum of \$C21M sufficient to fund the Tchitengo and Braúna work programs over a twelve-month period in 2024. The \$C21M minimum financing was also set to meet

applicable listing requirements. Given the anticipated C\$16M in total private placement financing to be provided by two of the Company's shareholders (as described above), approximately C\$5M remains to be raised by ERG to enable the parties to satisfy the financing condition necessary to close the Transaction. However, ERG will endeavor to secure the additional C\$18M in funding necessary to meet the initial maximum financing of C\$34M in equity at closing or post-closing of the Transaction.

In addition to the completion of the financing, closing of the Transaction is subject to a number of other conditions. For full details of the Transactions and the conditions that must be satisfied in order to close the Transaction please see the March 20, 2023 press release. Lipari and Golden Share continue to work to satisfy all of the conditions to closing the Transaction and will issue a subsequent press release when an anticipated closing date has been determined.

Trading in Golden Shares Common Shares

Trading in GSH Shares has been halted in compliance with the policies of the TSXV. Trading in GSH Shares will remain halted pending the review of the Transaction by the TSXV and satisfaction of the conditions of the TSXV for resumption of trading. It is possible that trading of Golden Shares common shares will not resume prior to the closing of the Transaction.

UPDATE ON ACTIVITIES OF GOLDEN SHARE

Golden Share holds a 100% interest in the Ogoki Project located in the James Bay Lowlands of Ontario, approximately 200km southwest of the De Beers' Victor diamond mine. Golden Share conducted a detailed airborne magnetic survey over 14 of its Ogoki Project kimberlite target claim blocks. The program was completed in February 2023. Results illustrated that the magnetic anomalies were more complex than initially indicated in the available government regional dataset. Three magnetic anomalies were modelled as having a magnetic susceptibility within the range of kimberlite, and each displayed favourable formational attributes that reflect those of a kimberlite.

Two anomalies did present targets which were similar to a magnetic response for kimberlite but were located in close proximity to complex magnetic bodies, thus reducing the potential of these targets. All of the magnetic anomalies are interpreted to be covered by a thick sequence of Paleozoic sediments. Historical drill holes completed by Trigon and Pele Mountain appear to confirm the presence of thick Paleozoic cover rocks to a depth of 58m.

Golden Share has recommended that the geophysical anomalies with the greatest potential of hosting diamondiferous kimberlite be drill tested. The information generated to date from historical exploration work and the January 2023 airborne magnetic survey, indicates that the Ogoki Project is a viable exploration target area that can be prioritized for drilling and sampling. A drill program is contingent on the timing for completion of the Lipari Transaction and the company's ability to raise the funds in a challenging junior exploration market. Funding for the drilling program is suggested to be in the order of C\$1M to C\$3M and could be eligible for flow-through financing.

Qualified Persons

The disclosure in this news release of scientific and technical information related to Lipari's mineral properties, including the Company's mining operations, has been reviewed and approved by Martin Doyle, P.Geo., MBA, B.Sc., an independent Consulting Geologist with Falmar Ltd., and a Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Properties ("NI 43-101"). The disclosure in this news release of scientific and technical information regarding Golden Share's mineral properties has been reviewed and approved by Wes Roberts, P.Eng. M.Sc. MBA, a Qualified Person for the purpose of NI 43-101.

ADDITIONAL INFORMATION

Further updates in respect of the Transaction will be provided in one or more subsequent press releases. Also, additional information concerning the Transaction, Golden Share, Lipari and the Resulting Issuer will be

provided in a filing statement or other disclosure document to be filed by the Company in connection with the Transaction, which will be available in due course under the Golden Share's SEDAR profile at www.sedarplus.ca.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This press release and the documents incorporated by reference may contain "forward-looking statements" regarding Lipari. These forward-looking statements are made as of the date of this press release or, in the case of the documents incorporated by reference herein, as of the date of such documents and, the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law. These forward-looking statements include, among others, statements with respect to: terms of the proposed Transaction, completion of the Financing and the terms thereof, Golden Share and Lipari's objectives for the ensuing year, its medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to the companies' plans, objectives, expectations, anticipations, estimates and intentions. All forward-looking statements and information are based on Golden Share's and Lipari's current beliefs as well as assumptions made by, and information currently available to, both companies concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration, development and mining activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Forward-looking statements relate to future events or future performance and reflect current expectations or beliefs regarding future events and include, but are not limited to, statements with respect to: (i) the amount of mineral resources and exploration targets; (ii) the amount of future production over any period; (iii) net present value and internal rates of return of the mining operation; (iv) assumptions relating to capital costs, operating costs and other cost metrics set out in the independent technical studies; (v) assumptions relating to gross revenues, operating cash flow and other revenue metrics set out in the independent technical studies; (vi) assumptions relating to recovered grade, average ore recovery and other mining parameters set out in the independent technical studies; (vii) mine expansion potential and expected mine life; (viii) expected time frames for completion of permitting and regulatory approvals and making a production decision; (ix) future exploration plans; (x) future market prices for rough diamonds; and (xi) sources of and anticipated financing requirements. 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", "anticipates", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking statements include, but are not limited to: (i) ability to satisfy the closing conditions for the Proposed Transaction; (ii) required capital investment and estimated workforce requirements; (iii) estimates of net present value and internal rates of return; (iv) receipt of regulatory approvals on acceptable terms within commonly experienced time frames; (v) the assumption that a production decision will be made with respect to the Tchitengo Project, and that decision will be positive; (vi) anticipated timelines for the commencement of mine production; (vii) anticipated timelines for community consultations and the impact of those consultations on the regulatory approval process; (ix) market prices for rough diamonds and the potential impact on asset value; (x) Lipari's ability to raise the required capital to operate or extend the life of the Braúna Mine; and (xi) future exploration plans and objectives. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable, disinterested shareholder approval. Where applicable, 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 or filing statement 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 the Company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

For more information, please visit or contact:

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¹ Value as of March 15, 2023 and does not include the value of the private placement completed in Q4-2023 or subsequent private placements to be completed as part of the future private placement financing being provided by Lipari's principal shareholders as described in this release.

² Technical Report for the Tchitengo Diamond Project, Lunda Provinces, Northeast Angola, prepared for Lipari Diamond Mines Ltd, by Dr. Herman Grütter, P.Geo. PhD of SRK Consulting (Canada) Inc., December 18, 2023.

³ Relatório Annual, 2021, Sociedade Mineira da Catoca, LDA.

⁴ Rough Diamond Price Index overall estimate, as at 15 January 2024, WWW International Diamond Consultants

⁵ State of the Diamond Market, Independent Monthly Diamond Industry Data and Analysis, Volume 7, Issue 6, February 2024, Paul Zimnisky Diamond Analytics.

⁶ Braúna Diamond Project, Nordestina, Bahia State, Brazil - Independent Technical Report - Preliminary Economic Assessment developed by GE21 Ltda. on behalf of Lipari Diamond Mines Ltd., dated September 4, 2023.

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