

Euromax Resources Ltd. Announces Non-Brokered Private Placement to the European Bank of Reconstruction

29.04.2016 | [Marketwired](#)

And Development and Finalisation of Funding Package With Consolidated Contractors Company

VANCOUVER, Apr 29, 2016 - [Euromax Resources Ltd.](#) - (TSX VENTURE:EOX): ("Euromax" or the "Company"), is pleased to announce that it has entered into a convertible loan agreement (the "Convertible Loan Agreement") with the European Bank for Reconstruction and Development (the "EBRD") for an investment of US\$5 million in respect of funding of the ongoing pre-development of the Ilovica project in the FYR Macedonia.

Euromax is also pleased to announce that it has also entered into definitive transaction documentation for a convertible loan of C\$5.2 million, as the first tranche of a proposed investment of up to US\$30 million and a strategic alliance with CC Mining S.A. ("CCM") which is related to Consolidated Contractors Company Group ("CCC Group"), as previously announced on 8 April 2016.

Euromax also announces the appointment of Peel Hunt LLP as its European Broker. The appointment will encompass working in collaboration with the Company's brokers in North America to support an intensive marketing programme over the coming year aimed at raising awareness of the Company and the Ilovica Project.

EBRD Convertible Loan

Under the Convertible Loan Agreement, the EBRD has agreed, subject to receipt of Shareholder Consent (as defined below) that it will fund US\$5 million (the "Principal Amount") in the form of a convertible loan (the "EBRD Convertible Loan"). The EBRD Convertible Loan has a stated maturity of 30 April 2018, or if earlier, upon an equity raise by Euromax of an agreed amount. Upon maturity of the EBRD Convertible Loan, in addition to repayment of the Principal Amount, Euromax will be required to pay an amount of approximately US\$1.4 million (the "Redemption Amount"). The EBRD Convertible Loan also contains provisions whereby, in the event that the Company has not secured sufficient financing commitments for the construction and development of the Ilovica Project by 31 December 2016, a fee of US\$0.15 million (the "Fee") will become payable and interest will accrue on the loan from 1 January 2017 until maturity at an annual rate of 3 month LIBOR plus 7% per annum ("Interest").

The EBRD Convertible Loan will be convertible in whole or in part at any time following disbursement, at the election of EBRD; the Principal Amount will be convertible at C\$0.40 per share whereas the Redemption Amount, as well as, if applicable, the Fee and Interest, will be convertible at the lower of (i) the market price of the shares of the Company on the last day prior to EBRD serving a conversion notice; and (ii) the 20-day volume weighted average price of the common shares preceding such date, in each case discounted as permitted by the TSX Venture Exchange ("TSX-V") and subject to TSX-V acceptance. Conversion of any part of the Principal Amount, the Redemption Amount, the Interest and the Fee will always remain at EBRD's full discretion subject to the above provisions and any necessary TSX-V approvals.

Disbursement of the EBRD Convertible Loan is conditional on, amongst other things, receipt of written consent by no later than 30 June 2016 from the holders of at least 50% of the outstanding common shares of the Company, (the "Shares") other than those shares held by EBRD, with respect to the terms of the Convertible Loan Agreement, and for EBRD to become a "control person" (as defined under the rules of the TSX-V, the "Shareholder Consent").

Assuming a disbursement date of 1 July 2016, a maturity date of 30 April 2018, a conversion by EBRD of all of the Principal Amount, Redemption Amount, and, if applicable, the Fee and the Interest accrued to

maturity, a conversion price for all amounts under the Convertible Loan Agreement of C\$0.40 per share, and using a Bank of Canada noon rate on 27 April 2016, EBRD would acquire ownership and control over a total of 22,444,242 common shares of Euromax, representing 16.11% of the issued and outstanding common shares. Immediately following such a conversion, together with the common shares of the Company already owned by EBRD and assuming conversion of the warrants of the Company held by EBRD, EBRD would have ownership and control over 51,727,789 common shares of Euromax, representing 35.62% of the issued and outstanding common shares.

The EBRD, One Exchange Square, London, EC2A 2JN. United Kingdom, is entering into the Convertible Loan for investment purposes. Depending on market conditions and other factors, the EBRD may from time to time acquire and/or dispose of securities of Euromax or continue to hold its current position. A copy of the early warning report required to be filed with the applicable securities commissions in connection with this transaction will be available on SEDAR at www.sedar.com and can be obtained by contacting Ulmas Musaliev at +44 207 338 7224.

CCC Investment and Strategic Relationship

- Euromax has also entered into definitive transaction documentation with CCM, an entity related to the CCC Group in respect of the first tranche of the proposed investment of up to US\$30 million, as previously announced on 8 April 2016. The Primary Convertible Loan Tranche, (as defined below), will encompass a C\$ 5.2 million subscription by CCM for a convertible debenture to be issued by the Company (the "Primary Convertible Loan Tranche"). The Primary Convertible Loan Tranche will have a maturity of 30 April 2018 and may be converted into common shares of Euromax at a price of C\$0.40 per share. The Primary Convertible Loan Tranche will bear interest at a rate 9% per annum.

Upon subscription of the Primary Convertible Loan Tranche and for so long as CCM beneficially owns more than 5% of the outstanding Euromax common shares (and for these purposes, any remaining portion of the Convertible Loan then outstanding will be deemed to have been converted in full into common shares pursuant to the terms of the Convertible Loan):

- CCM shall be entitled to nominate a director to the board of Euromax (subject to such nominee satisfying the qualification requirements under the TSX-V and Euromax's governing statute and articles and being approved by the board and shareholders of Euromax); and
- CCM shall also be entitled to appoint a member to the Euromax Technical Committee to assist in the front-end-engineering design process and the development of the Project.

Use of Proceeds

The proceeds of the EBRD Convertible Loan and the CCM Primary Convertible Loan Tranche will be used to fund pre-development work, including feasibility, capex, optimisation and the preparation of the front-end engineering design ("FEED").

Conditions and Closing

The EBRD investment and the CCC investment are subject to approval of the TSX-V and satisfaction of customary closing conditions. All securities issued pursuant to the private placements described herein will be subject to a four month hold period from the date of issue.

It is anticipated that closing of the EBRD and CCC investment will occur on or around 12th May 2016.

Broker Appointment

The Company has appointed Peel Hunt LLP as the Company's European Broker, alongside its North American Brokers and Advisors. Under the appointment Peel Hunt LLP will be entitled to a fee for its services of £45,000 per annum. The appointment is subject to the approval of the TSX Venture Exchange.

About Euromax Resources Ltd.

Euromax has a major development project in FYR Macedonia and an exploration services company in Bulgaria. We are focused on building and operating the Ilovica copper/gold project in FYR Macedonia, as well as profitably deploying the wealth of exploration experience within our Bulgarian Exploration Services subsidiary.

Forward-Looking Information

This news release contains forward-looking statements including but not limited to statements regarding a Convertible Loan with the EBRD and a funding package with CCC Group and the terms thereof, and the expected use of proceeds thereof. In certain cases, forward-looking information may be identified by such terms as "proposed", "expects", "may", "shall", "will", or "would". In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that are based on information currently available to the Company as well as the Company's current beliefs and assumptions made by the Company including, with respect to mineral resource estimates, that the key assumptions and parameters on which such geological interpretations are based are reasonable, that the Company will be able to obtain the necessary supplies, equipment, personnel and any financing required to carry out its planned activities, that the Company's objectives concerning the Ilovica project can be achieved and that the Company's activities will proceed as expected, the receipt of necessary regulatory approvals, including the approval of the TSX Venture Exchange for the the Convertible Loan with the EBRD, the funding package with the CCC Group and the satisfaction of all conditions precedent thereto respectively.

Although the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors may include, among others, that that mineral resources are not as estimated, unexpected variations in mineral resources, grade or recovery rates, actual results of exploration activities will be different than anticipated, data and assumptions underlying the geological interpretations may prove to be inaccurate, incomplete or to have been incorrectly interpreted, that the Company will not be able to obtain the necessary supplies, equipment, personnel and any financing required to carry out its planned activities. Readers are also encouraged to review all Company documents filed with the securities authorities in Canada, including the Management Discussion and Analysis in respect of the Company's recent financial statements under the heading "Operational and Other Business Risks", which documents describe material factors and assumptions and risks that apply to the forward looking statements in this release. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has reviewed or accepts responsibility for the adequacy or accuracy of this release.

Contact

[Euromax Resources Ltd.](#)
Steve Sharpe, President & CEO
+44 (0)20 3667 2970
ssharpe@euromaxresources.co.uk
www.euromaxresources.com

Dieser Artikel stammt von [Rohstoff-Welt.de](#)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/229213--Euromax-Resources-Ltd.-Announces-Non-Brokered-Private-Placement-to-the-European-Bank-of-Reconstruction-bank>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2025. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).