

Benchmark Metals and Thesis Gold Announce Merger to Create Premier Precious Metals Project

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Vancouver, June 5, 2023 - [Benchmark Metals Inc.](#) (TSXV: BNCH) (OTCQX: BNCHF) (WKN: A2JM2X) ("Benchmark") and Thesis Gold Inc. (TSXV: TAU) (WKN: A2QQ0Y) (OTCQX: THSGF) ("Thesis") are pleased to announce that they have entered into a definitive arrangement agreement (the "Arrangement Agreement"), pursuant to which Benchmark will acquire all of the issued and outstanding common shares of Thesis (each, a "Thesis Share") by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement" or the "Transaction").

Under the terms of the Transaction, Thesis shareholders will receive 2.5584 of a common share of Benchmark (each whole share, a "Benchmark Share") for each Thesis Share held (the "Exchange Ratio"). The Exchange Ratio implies consideration of C\$0.96 per Thesis Share based on the closing market price of the Benchmark Shares on the TSX Venture Exchange (the "TSXV") on June 2, 2023, implying a premium of approximately 26.2% to the closing price of the Thesis Shares on the TSXV on the same date. Based on the 20-day volume weighted average price of the Thesis Shares ending on June 2, 2023, the Exchange Ratio implies a premium of 27.8% to Thesis Shareholders. Existing shareholders of Benchmark and Thesis will own approximately 60% and 40%, respectively, of the outstanding shares of the combined company (the "Combined Company") on the completion of the Transaction.

Strategic Rationale for the Transaction

Increased Scale: This transaction creates one of the largest precious metals development and exploration companies in the prolific Toodoggone Mining District of British Columbia. It consolidates two significant exploration projects, as the ongoing development of Benchmark's Lawyers project is adjacent to high quality exploration targets on Thesis' Ranch Project. It has the potential to enhance Benchmark's current 3.14 million ounces (Moz) of gold equivalent (AuEq)¹ measured and indicated (M&I) mineral resources and 0.415 Moz AuEq¹ inferred mineral resources at Lawyers with high-grade, near-surface mineralization at Ranch.²

Growth and Catalysts: Focused on resource growth, exploration, and discovery through 50,000m of drilling in 2023 with the goal of defining a new combined Lawyers & Ranch resource estimate (Q1/Q2 2024). Following that, an updated PEA is expected to include high-grade underground ounces at Lawyers and Ranch's maiden resource estimate (Q3 2024).

Strong Management Team: Combining two of the leading gold exploration and development teams with a proven track record of success across exploration, construction, capital markets, and M&A. The combined team has a demonstrated track record of success in various stages of mining operations from the exploration stage through to production.

Financial Synergies: Efficient capital resource management benefiting from anticipated financial synergies.

Access to Capital: The Combined Company will have increased access to capital that will fuel growth and development plans to further enhance shareholder value.

¹ AuEq calculated on a 1:80 gold-to-silver ratio.

² See NI 43-101 technical report titled: Preliminary Economic Assessment lawyers gold-silver project Stikine Terrane, BC. Dated December 22, 2022, with an effective date of September 9, 2022 available under

Benchmark Metals SEDAR profile at www.sedar.com, filed on January 12, 2023.

Keith Peck, an independent director of Benchmark and the Chair of the Benchmark Special Committee, stated, "The business combination with Thesis is an exciting transaction that is transformative for both companies and their shareholders. The merger of these companies establishes a leading precious metals development and exploration project in British Columbia with a strong balance sheet, remarkable scale, significant growth potential, synergistic advantages, cost efficiencies, and, ultimately, the potential to deliver an exceptional new world-class mining venture in a geographically desirable location."

Ewan Webster, President, and CEO of Thesis Gold commented, "The merger of Benchmark and Thesis will create a district scale development and exploration project with significant growth potential. The combined company will be well capitalized to execute on a catalyst rich exploration and development program over the next 12-15 months, with over 50,000 meters of drilling between both projects, focusing on resource growth, exploration, and discovery; and the culmination of this work will deliver an updated resource estimate encompassing ounces for both projects, including high-grade near surface material at the Ranch Project; and an updated Preliminary Economic Assessment (PEA) will add high-grade underground ounces from Lawyers and the newly delineated Ranch resource. For the new PEA, the Combined Company anticipates increased per year production, high-grade starter pits, rapid capital payback, materially improved Net Present Value (NPV) and Internal Rate of Return (IRR) and extended mine life. These milestones and timelines have been developed to unlock substantial value and solidify the potential of these two deposits into one world-class project."

Benefits to Benchmark and Thesis Shareholders

Enhanced Scale: The combined project will consist of two top gold-silver projects in Canada not currently controlled by a major, creating a foundation for building a Toadoggone focused, precious metals developer.

Value Creation: Combination of Lawyers and Ranch, with a sequenced and optimized exploration and development strategy, is expected to result in greater value creation for shareholders of Thesis and Benchmark that would not be possible on a standalone basis.

Strong Balance Sheet: The Combined Company will have a significantly strengthened balance sheet, including anticipated cash and cash equivalents of over approximately \$28 million, with strong capital market support, allowing for meaningful advancement and optimization at Lawyers along with furthering exploration at Ranch.

Enhanced Capital Markets Profile: The resulting entity will have increased size and trading liquidity in Canada, enhancing the company's institutional investor following along with equity research.

Management Team and Board of Directors

The Combined Company's board of directors (the "Combined Company Board") will consist of seven (7) directors, four (4) of whom will be nominated by Benchmark, consisting of John Williamson (who will be appointed Chair), Keith Peck, Peter Gundy and Jody Shimkus, and three (3) of whom will be nominated by Thesis, consisting of Ewan Webster, Nicholas Stajduhar and Thomas Mumford.

Reporting to the Combined Company Board, the Combined Company will be managed by Ewan Webster, as Chief Executive Officer and President; Sean Mager, as Chief Financial Officer; and Ian Harris, as Chief Operating Officer.

Recommendations

Recommendation of Thesis Special Committee and Thesis Board

The Thesis board of directors (the "Thesis Board") appointed a special committee (the "Thesis Special

Committee") to consider and make a recommendation to the Thesis Board with respect to the Arrangement. After consultation with its financial and legal advisors, and on the unanimous recommendation of the Thesis Special Committee, the Thesis Board unanimously determined that the Arrangement is in the best interests of Thesis and its shareholders and approved the Arrangement Agreement. Accordingly, the Thesis Board recommends that Thesis shareholders, as well as holders of Thesis options and Thesis RSUs (collectively, the "Thesis Securityholders") vote in favour of the resolution (the "Arrangement Resolution") to approve the Arrangement.

Canaccord Genuity Corp. provided a fairness opinion to the Thesis Special Committee and Thesis Board stating that, as of the date of such opinion, and based upon and subject to the assumptions, limitations and qualifications stated in such opinion, the consideration to be paid under the Arrangement is fair, from a financial point of view, to the Thesis shareholders. The full text of the fairness opinion, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations and qualifications on the review undertaken, and the terms and conditions of the Arrangement, will be included in the management information circular of Thesis (the "Thesis Circular"), to be delivered to Thesis Securityholders in respect of a special meeting of the Thesis Securityholders to consider the Arrangement (the "Thesis Meeting"), which is expected to take place no later than August 2023.

Recommendation of Benchmark Special Committee and Benchmark Board

The Benchmark board of directors (the "Benchmark Board") appointed a special committee (the "Benchmark Special Committee") to consider and make a recommendation to the Benchmark Board with respect to the Arrangement. After consultation with its financial and legal advisors, and on the unanimous recommendation of the Benchmark Special Committee, the Benchmark Board unanimously determined that the Arrangement is in the best interests of Benchmark and its shareholders and approved the Arrangement Agreement.

Raymond James Ltd. provided a fairness opinion to the Benchmark Special Committee stating that, as of the date of such opinion, and based upon and subject to the considerations, assumptions, limitations and qualifications set out therein, the consideration to be provided under the Arrangement is fair, from a financial point of view, to Benchmark.

Transaction Summary

The Arrangement will be effected by way of a court-approved plan of arrangement pursuant to the Business Corporations Act (British Columbia), requiring: (i) the approval of the Supreme Court of British Columbia, and (ii) the approval of (A) 66⅔% of the votes cast on the Arrangement Resolution by Thesis shareholders, voting as a single class; (B) 66⅔% of the votes cast on the Arrangement Resolution by the Thesis Securityholders, voting together as a single class; and (C) if required by the TSXV, a simple majority of the votes cast on the Arrangement Resolution by Thesis shareholders, excluding Thesis Shares held or controlled by persons described in items (a) through (d) of Section 8.1(2) of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions, at the Thesis Meeting.

Each of the directors and executive officers of Thesis, along with certain key Thesis shareholders, representing an aggregate of approximately 19.4% of the issued and outstanding Thesis Shares, have entered into voting support agreements with Benchmark, pursuant to which they have agreed, among other things, to vote their securities of Thesis in favour of the Arrangement at the Thesis Meeting.

The Arrangement Agreement includes customary representations and warranties for a transaction of this nature as well as customary interim period covenants regarding the operation of Benchmark and Thesis' respective businesses. The Arrangement Agreement also provides for customary deal-protection measures. In addition to shareholder and court approvals, closing of the Transaction is subject to applicable regulatory approvals, including, but not limited to, TSXV approval and the satisfaction of certain other closing conditions customary for transactions of this nature. Subject to the satisfaction of these conditions, Benchmark and Thesis expect that the Transaction will be completed in the third quarter of 2023. Details regarding these and other terms of the Transaction are set out in the Arrangement Agreement, which will be available under the SEDAR profiles of Benchmark and Thesis at www.sedar.com.

Following the completion of the Arrangement, the Combined Company will implement a 2.6:1 share consolidation of its common shares (the "Combined Company Shares"), change its name to "Thesis Gold

Inc." and, subject to acceptance by the TSXV, adopt the trading symbol "TAU" in respect of the Combined Company Shares, which will continue to be listed and posted for trading on the TSXV (along with the Frankfurt Stock Exchange and the OTCQX) and the Thesis Shares will be de-listed from the TSXV.

Advisors

Cassels Brock & Blackwell LLP is acting as legal advisor to the Benchmark Special Committee and Harper Grey LLP is acting as legal advisor to Benchmark. Raymond James Ltd. is acting as financial advisor to the Benchmark Special Committee.

Boughton Law Corporation and Aird & Berlis LLP are acting as Canadian legal advisors to Thesis. Clarus Securities Inc. is acting as financial advisor to Thesis. Canaccord Genuity Corp. provided the fairness opinion to the Thesis Special Committee.

Technical Disclosure and Qualified Person

The scientific and technical information contained in this news release was reviewed and approved on behalf of Benchmark and Thesis by Michael Dufresne, M.Sc, P.Geol. (#48439), P.Geol. (#37074), a "Qualified Person" (as defined in NI 43-101).

About Benchmark Metals

[Benchmark Metals Inc.](#) is a Canadian based gold and silver company advancing its 100% owned Lawyer's Gold-Silver Project located in the prolific Golden Horseshoe of northern British Columbia, Canada. The Project consists of three mineralized deposits that remain open for expansion, in addition to +20 new target areas along the 20-kilometer trend. Benchmark trades on the TSX Venture Exchange in Canada, the OTCQX Best Market in the United States, and the Tradegate Exchange in Europe. Benchmark is managed by proven resource sector professionals, who have a track record of advancing exploration projects from grassroots scenarios through to production.

Further details are available on Benchmark's website at: <https://benchmarkmetals.com/>.

About Thesis Gold

Thesis Gold is a Vancouver-based mineral exploration company focused on proving and developing the resource potential of the 180km² Ranch Gold Project located in the prolific Toadoggone Mining Camp of northern British Columbia, approximately 300 km north of Smithers, British Columbia.

Further details are available on Thesis' website at: <https://www.thesisgold.com/>.

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release. No securities regulatory authority has either approved or disapproved of the contents of this news release.

None of the securities to be issued pursuant to the Arrangement have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issuable in the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities.

Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". These forward-looking statements or information may relate to the Arrangement, including statements with respect to the expected benefits of the Arrangement to the Combined Company, the Thesis Securityholders and Benchmark shareholders, the anticipated dates of the mailing of the Thesis Circular and the date of the Thesis Meeting, timing for closing of the Arrangement and receiving the required regulatory, Thesis Securityholder and court approvals, stock exchange (including the TSXV) and other approvals, if at all, the ability of Thesis and Benchmark to successfully close the Arrangement on the timing and terms described herein, or at all, the filing of materials on SEDAR, the successful integration of Thesis into the business of Benchmark, the prospects of the Lawyers Gold-Silver Project and Ranch Gold Project, including mineral resources estimates and mineralization of each project, and any expectations with respect to defining mineral resources or mineral reserves on any of Benchmark's or Thesis' projects, the timing of, and successful completion, of the items set out under the heading "Growth and Catalysts", all statements relating to anticipated benefits to be contained in the new PEA, the anticipated makeup of the Combined Company Board and management, and any expectation with respect to any permitting, development or other work that may be required to bring any of the projects into development or production.

Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management at the time, are inherently subject to business, market and economic risks, uncertainties and contingencies that may cause actual results, performance or achievements to be materially different from those expressed or implied by forward-looking statements. Such assumptions include, but are not limited to, assumptions regarding the Combined Company following completion of the Arrangement, that the anticipated benefits of the Arrangement will be realized, completion of the Arrangement, including receipt of required shareholder, regulatory, court and stock exchange approvals, the ability of Thesis and Benchmark to satisfy, in a timely manner, the other conditions to the closing of the Arrangement, other expectations and assumptions concerning the Arrangement, and that general business and economic conditions will not change in a material adverse manner. Although each of Benchmark and Thesis Gold have 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. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in each of Benchmark's and Thesis' most recent annual management's discussion and analyses which have been

filed with the Canadian securities regulators and are available, respectively, on each Company's profile on SEDAR at www.sedar.com. Benchmark and Thesis Gold do not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Such statements represent the current views of Benchmark and Thesis Gold with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by Benchmark and Thesis Gold, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Risks and uncertainties include, but are not limited to the following: inability of Benchmark and Thesis Gold to complete the Arrangement, a material adverse change in the timing of any completion and the terms and conditions upon which the Arrangement is completed; inability to satisfy or waive all conditions to closing the Arrangement as set out in the Arrangement Agreement; Thesis Securityholders not approving the Arrangement; the TSXV not providing approval to the Arrangement and all required matters related thereto; the inability of the consolidated entity to realize the benefits anticipated from the Arrangement and the timing to realize such benefits, including the exploration and drilling targets described herein and the completion of a resource estimate and updated PEA; the updated PEA described herein not having the anticipated positive results; unanticipated changes in market price for Thesis Shares and/or Benchmark Shares; changes to Benchmark's and/or Thesis' current and future business plans and the strategic alternatives available thereto; growth prospects and outlook of Benchmark's business, including commencing commercial production at the Lawyer's Project; treatment of the Arrangement under applicable competition laws and the Investment Canada Act; regulatory determinations and delays; any impacts of COVID-19 on the business of the consolidated entity and the ability to advance the Combined Company projects; stock market conditions generally; demand, supply and pricing for gold and silver; and general economic and political conditions in Canada and other jurisdictions where the applicable party conducts business.

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