

# Noble Signs Implementation Agreement for Consolidation and Spin-out of Crawford Nickel Project to Canada Nickel Company Inc. and Agreements to Complete Royalty Reduction



**TSXV: NOB**

November 28, 2019 ([Source](#)) – Noble Mineral Exploration Inc. (TSXV:NOB) (OTC:NLPXF) (“Noble” or the “Company”) today announced that further to the letter of intent signed by the Company as announced on October 1, 2019, the Company has

entered into the definitive agreement for that transaction on the same basis.

“This transaction will unlock significant value for Noble as we participate in advancement of the Crawford Nickel-Sulphide project in a dedicated nickel company led by Mark Selby, a recognized leader in the global nickel industry given his experience and network successfully advancing the Dumont nickel Project” said Mr. Vance White, President & CEO of Noble. “I look forward to future transactions utilizing our project generator model on the many nickel, copper-zinc VMS, and gold targets on our strategic Project 81 land package.”

## Transaction Summary

The planned consolidation of the Crawford Nickel-Sulphide Project (“the Project”) will be put into effect under the

terms of an implementation agreement dated as of November 14, 2019 (the "Implementation Agreement") that has been entered by Canada Nickel Company Inc. ("Canada Nickel"), Noble, Mark Selby (a principal of Canada Nickel), Spruce Ridge and certain private investors (the "Investors") based on the previous agreed terms in the binding letter of intent announced October 1, 2019.

The net result for Noble of the proposed transactions under the Implementation Agreement (the "Transactions") is:

- – Noble will receive \$2 million cash and 12 million shares of Canada Nickel (approximately 24% of the pro forma outstanding shares of Canada Nickel) for the transfer of the Project from Noble to Canada Nickel, and at a special shareholder meeting currently scheduled for December 27, 2019, Noble will seek approval to distribute 10 of those 12 million shares to its shareholders through a share exchange by plan of arrangement (the "Arrangement"), with Noble retaining the other 2 million shares of Canada Nickel.
- Noble will issue to Spruce Ridge a \$1 million promissory note, repayable following completion of the Arrangement, and 10,000,000 common share units of Noble (each unit comprised of one common share and 1/2 common share purchase warrant, with each full warrant being exercisable at \$0.15 per share for three years);
- Noble will receive 2 million common shares of Spruce Ridge (for a value of \$90,000 applying a value of \$0.045 per share);
- Noble will transfer the 907ha Crawford VMS assets to Spruce Ridge, subject to Noble retaining a back-in right to a 25% interest and to the right of Spruce Ridge to substitute other VMS properties in Crawford Township, Ontario of the same size; and

– Noble has received a commitment that will allow access to \$1 million of funding from a convertible debt financing, should Noble be required to draw on that commitment in order to make the final payment of \$1 million for Noble's purchase of the 5% royalty currently applicable to approximately 55,000ha of patented properties in Project 81 (out of the total of approximately 79,000ha).

## **Royalty Transaction**

As described in the Implementation Agreement, the Transactions will facilitate the reduction of the current royalty on Project 81 from 5% to 2%.

As previously announced, Noble has entered into a royalty assignment agreement for the purchase of the current 5% royalty. (See Noble's news release of October 24, 2019.) Noble has also entered into agreements with Franco-Nevada Corporation ("Franco-Nevada"), as holder of certain rights, including a right of first refusal, in respect of the 5% royalty. Pursuant to these agreements, the existing 5% royalty on approximately 55,000ha of patented properties in Project 81 (including the patented properties within the Crawford Nickel-Sulphide Project) will be acquired by Noble for payments of \$2 million, in instalments, to the holder of the 5% royalty. The 5% royalty will be terminated and replaced by a 2% royalty payable to Franco-Nevada and Noble will issue shares to Franco-Nevada having an agreed value of \$500,000. The \$2 million cash payment will be funded from the cash received by Noble from Canada Nickel and from the anticipated \$1 million convertible debt funding. Closing of these transactions, including the issuance of shares, is expected to occur by mid-December.

## **Canada Nickel Update**

As of November 28th, Canada Nickel has raised \$2.9 million

under the \$5 million non-brokered fully subscribed private placement (the "Private Placement") described in Noble's news release of October 1, 2019 and expects to complete the balance on or before the completion of the Transactions.

## Property Consolidation, Share Distribution & Canada Nickel Qualification as Public Entity

Subject to the receipt of regulatory and shareholder approval, it is expected that the consolidation of the Crawford Nickel-Sulphide Project will be completed early in January 2020.

### **About Noble Mineral Exploration Inc.**

Noble Mineral Exploration Inc. is a Canadian-based junior exploration company which, in addition to its shareholdings in Spruce Ridge Resources Ltd. and MacDonald Mines Exploration Ltd., and its interest in the Holdsworth gold exploration property in the area of Wawa, Ontario, holds in excess of 79,000 hectares of mineral rights in the Timmins-Cochrane areas of Northern Ontario known as Project 81. Project 81 hosts diversified drill-ready gold, nickel-cobalt and base metal exploration targets at various stages of exploration. More detailed information is available on the website at [www.noblemineralexploration.com](http://www.noblemineralexploration.com).

Noble's common shares trade on the TSX Venture Exchange under the symbol "NOB".

### **Forward-Looking Information**

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

This press release contains certain information that may constitute "forward-looking information" under applicable Canadian securities legislation. Forward looking information

includes, but is not limited to, timing for completion of the proposed transaction, the amount and uses of proceeds, strategic plans, including future exploration and development results, and corporate and technical objectives. Forward-looking information is necessarily based upon a number of assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including the risks inherent to the mining industry, adverse economic and market developments and the risks identified in Noble's publicly available documents filed under SEDAR. 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 information. Accordingly, readers should not place undue reliance on forward-looking information. All forward-looking information contained in this press release is given as of the date hereof and is based upon the opinions and estimates of management and information available to management as at the date hereof. Noble disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

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