

U.S. LITHIUM CORP.

FORM 8-K (Current report filing)

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Address	2360 CORPORATE CIRCLE, SUITE 4000 HENDERSON, NV, 89074-7722
Telephone	702-866-2500
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Sector	Basic Materials
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **February 23, 2017**

U.S. LITHIUM, CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-55604

(Commission File Number)

98-0514250

(IRS Employer Identification No.)

2360 Corporate Circle, Suite 4000 Henderson,

Nevada

(Address of principal executive offices)

89074-7722

(Zip Code)

Registrant's telephone number, including area code **(702) 866-2500**

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On February 24, 2016, U.S. Lithium Resources Inc. (“we”, “us”, “our”, the “Company”) entered into an Option/Purchase Agreement dated February 23, 2017 (the “Agreement”) with Diamond Hunter Ltd. (the “Optionor”) pursuant to which it acquired an exclusive option to purchase a 100% interest in the Gochagar Lake Nickel-Copper-Cobalt project claims. The project consists of four claims covering 3,759 hectares, is located in northern Saskatchewan approximately 75 km north of the town of La Ronge.

In consideration of the option, the Company has issued 8,000,000 shares of its common stock to the principals of the Optionor. To complete the acquisition, the Company must incur expenditures of not less than USD\$50,000 on or before June 1, 2017, and not less than USD\$225,000 on or before July 12, 2018. Thereafter the claims will be subject to a royalty equal to two percent (2%) Net Smelter Return (NSR) for as long as the Company holds any interest in the claims, subject to a right to repurchase a 1% NSR for \$1,250,000 at any time up to when a production decision is made.

Item 3.02 Unregistered Sales of Equity Securities;

On February 28, 2017 we issued 8,000,000 shares of our common stock pursuant to the above described Option/Purchase Agreement dated February 23, 2017 with Diamond Hunter Ltd. The shares were issued to two (2) non-US person (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S of the Securities Act of 1933, as amended.

Item 8.01 Other Events

On February 24, 2017, we issued a press release announcing that we entered an agreement to acquire 100% of the Gochagar Lake Nickel-Copper-Cobalt project claims from Diamond Hunter Ltd.

A copy of the press release that discusses this matter is filed as Exhibit 99.01 to, and incorporated by reference in, this report. The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits

10.1 Option Purchase Agreement with Diamond Hunter Ltd. dated February 23, 2017

99.1 Press Release dated February 24, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. LITHIUM CORP.

/s/Gregory Rotelli

Gregory Rotelli
President and Chief Executive Officer
Date: February 28, 2017

Option/ Purchase Agreement

This Agreement is dated effective February 23, 2017.

BETWEEN:

U.S. Lithium Corp.
2360 Corporate Circle
Suite 4000
Henderson, NV
8904-7722

AND

Chris Knudsen, President	&	Robert Seeley
Diamond Hunter Ltd.		16 The Hylands
536 Blanche St.		Hockley, Essex
Kamloops, B.C.		SS5 4PP
V2B 5E4		United Kingdom
250 318-7306		

WHEREAS

- A) The Optionor is the Beneficial owner of four (4) mineral claims located in the Gochager Lake area of Saskatchewan, (the Claims) as described in **Schedule A** attached herewith.
- B) The Optionor has agreed to grant an exclusive option to U.S. Lithium Corp. to acquire all the interest of the Optionor in and to the claims, subject to the Royalty herein provided for, making payments to the Optionor and completing share issuances to the Optionor, all as herein provided.

REPRESENTATIONS AND WARRANTIES OF OPTIONOR:

The Optionor represents and warrants to U.S. Lithium Corp. that:

Under the Laws of the State of Nevada the Optionor is the beneficial owner of the claims and is legally entitled to hold the Property and all mineral claims comprised therein. and

At the time of transfer to U.S. Lithium Corp. the beneficial owner of the mineral claims comprising the claims certify that the claims are free and clear of all liens, charges and claims of others and no taxes or rentals.

REPRESENTATIONS AND WARRANTS OF U.S. LITHIUM CORP.

U.S. Lithium Corp. represents and warrants to The Optionor that:

It has been duly incorporated and validly exists as a corporation in good standing under the laws of Nevada.

ACQUISITION OF OPTION

The Optionor hereby grants to U.S. Lithium Corp. the sole and exclusive right and option, subject to the terms of this Agreement, to acquire a 100% interest in the claims free and clear of all charges, encumbrances and claims, save and except those set out herein, such option to be exercisable by U.S. Lithium Corp. upon:

Year 1: At signing.

4,000,000 common shares of the optionee to be issued to the optionor (Chris Knudsen) on signing.

4,000,000 common shares of the optionee to be issued to the optionor (Robert Seeley) on signing.

Expenditures of not less than \$50,000 U.S.D. To be incurred on or before June 1, 2017.

Exploration expenditures of not less than \$225,000 U.S.D. To be incurred on or before July 12, 2018.

OTHER MATTERS

U.S. Lithium Corp. will then have earned a 100% interest in the said claims after completing the share payments and work commitment. The Optionor will provide U.S. Lithium Corp. with a fully executed claim transfer following completion of the share and exploration expenditures.

U.S. Lithium Corp. will pay to the optionor (Chris Knudsen) a royalty equal to two percent (2%) Net Smelter Return (NSR) from these properties with a 5km area of interest around these said claims. The Royalty will be payable for as long as U.S. Lithium Corp. and/or its successors and assigns hold any interest in the claims. U.S. Lithium Corp will have a right to purchase a 1% NSR for \$1,250,000, at any time up to when a production decision is made.

It is further agreed by both parties that any and all other claims that could come to be staked by either the optionor or U.S. Lithium Corp. within five kilometer (5 km) from any of the claim boundaries as described in Schedule "A" shall immediately and automatically become part and parcel of this Agreement.

It is also understood that the optionor or someone designated by them could, if he or she chooses, visit any part of the claims at his or her convenience.

Optionee must give 90 days notice for termination of agreement.

In case of abandonment by U.S. Lithium Corp., or upon the termination of this agreement, the claims so listed in Schedule "A", along with any other claims staked by either of the parties within the area of interest, shall automatically and irrevocably revert back to the optionor and claims must be in good standing for minimum of 90 days after notice received.

Failure by U.S. Lithium Corp. to make any payment within 30 days of a written notice of demand from the optionor, this agreement shall be deemed terminated.

U.S. Lithium Corp. agrees to abide by all environmental and regulatory laws during the term of this agreement. The optionor also certifies that there are no liens or encumbrances on the said claims and that the claims are in good standing.

U.S. Lithium Corp. will keep the claims in good standing while this agreement is in effect.

U.S. Lithium Corp. will provide the optionor, if requested, with copies of all geological reports, data, assays, drill results and maps from any exploration and development work done by the Company on the claims.

As and when required, U.S. Lithium Corp. will consult with all First Nations governments or groups, if any, in the area, as required to obtain necessary work permits.

Optionee shall be responsible and hold optionor harmless for all environmental liabilities incurred or created by optionee's activities during the term of the Option, and if the claims are transferred to optionor, they shall be in a safe and orderly condition, free and clear of all liens, charges or encumbrances arising from optionee's operations.

This Agreement represents the entire agreement between the optionor and U.S. Lithium Corp., made effective as at the date indicated above.

Accepted and agreed to as of the date first written above.

For U.S. Lithium Corp. :

/s/ Gregory Rotelli
Gregory Rotelli, President

/s/ Elise Wallinford
Witness

Date Feb 23, 2017

Accepted and agreed to as of the date first written above.

For Diamond Hunter Ltd.:

/s/ Chris Knudsen
Chris Knudsen, President

/s/
Witness

Date Feb 23, 2017

Robert Seeley

Witness

Date

Schedule A

The mineral dispositions listed below comprise the Gochager claims as referred to in this agreement.

Tenures:

S-110897, 299 ha, good standing to 9/12/2018
S-110898, 2,702 ha, good standing to 9/12/2018
S-110899, 591 ha, good standing to 9/12/2018
S-110665, 167 ha, good standing to 5/16/2019

U.S. Lithium Acquires Mining Project in Saskatchewan

Historic Massive Sulphide Deposit Expected To Contain High Levels of Cobalt

HENDERSON, NV, FEBRUARY 24, 2017 (GLOBE NEWSWIRE) - U.S. Lithium Resources Inc. (OTC - LITH) (the "Company") is pleased to announce it entered an agreement to acquire 100% of the Gochagar Lake Nickel-Copper-Cobalt project claims from Diamond Hunter Ltd (the "Vendor").

The project, which consists of four claims covering 3,759 hectares, is located in northern Saskatchewan approximately 75 km north of the town of La Ronge. Historical exploration has identified semi-massive and massive Ni-Cu deposits with significantly elevated levels of Cobalt, a vital component in the manufacture of the latest generation of lithium ion batteries .

This acquisition aligns with the Company's strategy to find, acquire and develop mineral deposits that are key to the growing energy storage market, particularly electric vehicles. Cobalt and nickel, along with lithium, are all critical components in the rapidly developing rechargeable battery market .

Greg Rotelli, Chief Executive Officer of U.S. Lithium, commented "We are excited to be acquiring this large block of claims in the Saskatchewan province of Canada. Cobalt, as well as nickel and copper, are vital raw materials in the green energy space. US Lithium remains committed to helping satisfy the needs of this growing industry."

He added, "With over 50% of the world's cobalt currently supplied from the conflict-stricken Democratic Republic of the Congo, we welcome the opportunity to explore for this critical mineral in the mining friendly jurisdiction of Saskatchewan".

Following review of the property, Eric Allison, Director of LITH and Chief Geologist said, "The initial review of the historical technical data indicates favorable conditions for the presence of a viable Ni-Cu-Co deposit. Application of the latest technology and exploration methods should significantly increase our understanding of the deposit and I look forward to our initial results and planned future drill programs. The proximity to the historic Rottenstone Ni-Cu Mine and the Lynn Lake Mining Center puts us in the same neighborhood with other high- quality massive sulphide deposits".

Under the terms of the agreement, the Company will issue 8 million shares to the Vendor who will retain a 2% Net Smelter Royalty on the current claims as well as on any additional claims acquired by the Company within 5 km of the current claim boundaries. The Company will have the right to buy back 1% of the NSR for a purchase price of US\$1.25 million. In addition, the Company agrees to incur development expenditures of not less than US\$50,000 on or prior to June 1, 2017 and not less than US\$225,000 on or prior to July 12, 2018.

Background and Technical Summary

Nickel-copper-cobalt sulphide mineralization was discovered at Gochagar Lake, located in the La Ronge meta-volcanic belt, in the mid-1960s with subsequent exploration carried out mainly by the Scurry-Rainbow Oil Company Limited. Exploration activities included soil sampling, trenching of gossans, geophysical surveys and diamond drilling. A total of 85 mostly vertical drill holes (total of 27,400 m) delineated the mineralized Gochagar A-Zone (or Main Zone) with a strike length of 330 meters, widths of up to 120 meters, and depths of up to 305 meters. The Gochagar A-Zone mineralization consists of disseminated mm-cm size blebs of sulphide, net-textured sulphide and, in places, semi-massive to massive sulphide pods. Assay grades of up to 3.1% Ni, 0.28% Cu, and 0.22% Co were reported. Saskatchewan government records (Mineral Property # 0880) reported assay values as high as 3.92%Ni, 0.70% Cu and 2.86% Co. Historical resource estimates reported 4.3 million tonnes grading 0.30% Ni and 0.08% Cu in 1968 and 1.8 million tonnes at 0.735% Ni equivalent in 1990. **Neither of these historic estimates are compliant with NI43-101 or any other currently recognized standards and should not be relied upon.**

Examination of the available geological and geophysical data, plus first-hand experience on the property by a senior Ni-Cu-PGE consultant, indicates the property has some very positive exploration attributes not previously recognized. These include:

1. The semi-massive and massive sulphide concentrations in the Gochagar mineralized zone have extremely high Ni/Cu ratios (>10), and Pd/Ir ratios (6-11). No other Ni-Cu sulphide deposits in Saskatchewan fall into this metal ratio range. These metal ratios are only found in nickel ores from Komatiitic geological terranes like that of the world class Thompson Nickel Belt and the Australian Kambalda nickel mining camp. Since 1980, it has been speculated that komatiitic nickel sulphide mineralization and potential ores should exist in the central La Ronge meta - volcanic belt because of the recognition of komatiite lavas in the belt.
2. Research has clearly demonstrated that the komatiitic composition of the massive sulphides in the Gochagar Lake deposit are not compatible with the host rock and rock forming mineral compositions that the sulphides reside in. This suggests that these high grade Ni-Cu-Co sulphides were introduced through an interconnected mineralized plumbing system that was tapping into a much more primitive mineralized komatiitic system at depth or proximal to the main deposit. This is further corroborated by discoveries in the Gochagar Lake area of discrete high grade massive Ni-Cu-Co sulphides in the surrounding country rock. These sulphides are devoid of any mafic or ultramafic rock material like that hosting the Gochagar Lake deposit.

3. The Gochagar Lake area and deposit sit on the boundary between the Rottenstone Domain and the La Ronge Domain. It is well known that structural boundaries between two major geological terranes are an excellent geological environment for the formation of world-class Ni-Cu deposits . Voisey's Bay Ni-Cu camp being the most recent example of this.
4. The area is extensively covered with glacial debris and muskeg so surface geological prospecting should not reveal any new gossans or outcrop showings , as was the case in the early exploration of the 1960's. However , a 2,284 km deep penetrating state of the art airborne electromagnetic and magnetic survey (VTEM) was flown in June 2008 and identified numerous potential targets that have yet to be investigated .

US Lithium's initial work plan will involve a digital compilation of all available data into a comprehensive data base, reprocessing of all geophysical data and a complete reinterpretation of the geology. A new 3-D model will be generated which will allow the Company to better visualize the deposit's potential size and geometry and prepare its Phase 2 drilling plan.

About U.S. Lithium Corporation

U.S. Lithium Corporation is an exploration and development company focused in North America on lithium and related resources for the rapidly growing energy storage industry. The Company looks to capitalize on opportunities within the lithium sector including providing lithium to the ever expanding next generation battery market. Lithium demand is projected to triple by the year 2025 according to a recent report by Goldman Sachs and for many analysts is considered the new gasoline of the future. As the demand for lithium expands, U.S. Lithium Corp intends to be an integral part of this next booming industry. Our current focus is in the Basin and Range province of Nevada where the only producing lithium brine mine in North America, Albemarle's Silver Peak Project, is located. Elon, our first project, is located in Clayton Valley and is in close proximity to Silver Peak and several other active explorers and developers.

Forward-looking Statements:

Some of the statements contained in this press release are forward-looking statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including the risks and uncertainties related to the progress, timing, cost, and results of technology programs; competition from other companies; and the Company's ability to obtain additional funding required to conduct its activities. Please refer to the company's filings with the Securities and Exchange Commission for a comprehensive list of risk factors that could cause actual results, performance or achievements of the Company to differ materially from those expressed or implied in such forward looking statements. The Company undertakes no obligation to update or revise any forward-looking statements.

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