

Lamaska Capital Corp. Signs Letter of Intent to Acquire TinOne Resources Corp.

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Vancouver, Nov. 13, 2020 - [Lamaska Capital Corp](#) (TSXV: LCC.P) ("Lamaska, LCC" or the "Company") has entered into an arm's-length binding letter of intent dated November 11, 2020, with TinOne Resources Corp. ("TOR") whereby Lamaska proposes to acquire all of the issued and outstanding securities of TOR by way of a share exchange, amalgamation or such other form of business combination as the parties may determine.

Upon successful completion of the proposed acquisition of the securities of TOR (the "Transaction"), it is anticipated that the Company will be listed as a Tier 2 Mining issuer on the TSX Venture Exchange ("TSX-V") and will carry on the business of TOR. The Transaction is intended to constitute the Company's "qualifying transaction" pursuant to Policy 2.4 of the TSX-V.

Transaction Highlights:

- Lamaska will acquire the outstanding share capital of TOR and create a new publicly traded resource company with a focus on New Zealand and Australia
- The resulting company will be led by Jamie Alpen, Stuart Smith, Michael Konnert and will be a part of the Inventa Capital group of companies
- The diverse asset base of TOR includes both gold and tin and ranges from resource stage to highly prospective grassroots exploration ground
- The Company will have less than 40,000,000 shares outstanding after completing the proposed Transaction and Private Placement

Transaction Summary

Pursuant to the Transaction, it is contemplated that the Company will consolidate its share capital on a two-for-one basis (the "Consolidation"), following which it will issue post-Consolidation common shares (the "LCC Shares") to the holders of common shares in the capital of TOR (the "TOR Shares") on a one-for-one basis.

The Transaction is an arm's length transaction. Upon the completion of the Transaction, it is expected that TOR will become a wholly owned subsidiary of the Company (the "Resulting Issuer").

Currently LCC has 4,500,000 LCC Shares issued and outstanding, as well as 200,000 incentive stock options and 200,000 broker warrants to acquire LCC Shares, each exercisable at \$0.10 per share. Following the Consolidation, LCC will have 2,250,000 shares outstanding, and 100,000 incentive stock options and 100,000 broker warrants, each exercisable at \$0.20 per share.

The Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreement with respect to the Transaction within 90 days (such agreement to include representations, warranties, conditions and covenants typical for a transaction of this nature), the completion of satisfactory due diligence investigations, and the approval of the TSX-V and other applicable regulatory authorities. No finders' fees are payable in connection with the Transaction, and the Company does not anticipate advancing any funds to TOR prior to completion of the Transaction.

Trading in LCC Shares has been halted, and will remain halted, pending the satisfaction of all applicable requirements of Policy 2.4 of the TSX-V. There can be no assurance that trading of LCC Shares will resume prior to the completion of the Transaction. Further details concerning the Transaction (including additional financial and shareholder information regarding TOR) and other matters will be announced when a definitive agreement is reached.

Information Concerning TOR

TOR is a privately-held mining exploration company with its head office in Vancouver, British Columbia. At the time of listing, TOR will have 29,643,201 common shares issued and outstanding. There are no persons holding a controlling interest in TOR.

TOR's mineral exploration activities are focused on underexplored regions in New Zealand and Eastern Australia with an immediate strategy to assemble a portfolio of high quality gold assets within those regions. In addition to the above, TOR is planning low level value-adding work to be undertaken on its NSW and Tasmanian tin properties to provide the base for capturing value on the expected re-rating of tin.

TOR has secured the highly prospective Panama gold property in North Eastern Tasmania, which will serve as the qualifying property for the Company. The Panama acquisition was a very important addition to the TOR portfolio given the enthusiasm for Eastern Australian gold exposure with prospective ground being no longer available in either Victoria or over the geological extensions into Southern NSW.

TOR has identified the Otago goldfield in New Zealand as the next stand-out region for gold exploration and has recently applied for four permits in the region.

The two tin licences held by TOR in Tasmania are mature and include well developed track networks on each licence area which provides for cost effective and expedient exploration activities. Substantial exploration upside exists on both project areas outside known resources due to effectively no modern exploration having been conducted on the licences, an abundance of historic workings exist which are yet to be exploration tested using state of the art tools and techniques and the likely discovery of additional deposits through the use of modern exploration methods and tools.

TOR believes that tin represents a real opportunity for the following reasons;

- Tin exploration has been at extremely low levels for decades
- Most tin producing mines are mature, under-explored and ageing
- Large scale alluvial production is virtually impossible to permit in tier one jurisdictions
- Modern exploration techniques used for other metals have largely not been applied to tin
- Large tracts of prospective tin belts are available for staking
- Known tin systems have been poorly explored
- Known deposits are available at low valuations

TOR considers Tasmania to be an outstanding operating environment. The Mineral Resources Tasmania (MRT) is highly supportive of new companies to the state with surface land ownership dominated by State Forest and has established a straightforward and transparent property access process.

Selected Financial Information about TOR

On November 2, 2020, TOR closed a non-brokered private placement of 5,420,000 common shares at a price of \$0.10 for net proceeds of CAD\$542,000. TOR now has 27,643,201 outstanding shares and a total of thirty-two shareholders with management and directors owning 65.96% of the outstanding shares. TOR currently has a cash balance of CAD\$578,878 with no debt. Additional financial information on TOR will be disclosed in a subsequent news release, as soon as this information becomes available.

Management and Board of Directors

Upon completion of the Transaction, it is expected that all the directors and officers of LCC, other than David Brett, will resign and be replaced by nominees of TOR. The following sets out the names and backgrounds of all persons who are expected to be appointed as officers and directors of the Resulting Issuer, with the addition of a CFO to be announced at a later date:

Jamie Alpen, CEO and Director. Jamie has over 23 years' experience in the resources sector having held senior commercial roles with both listed and private companies. Jamie was a co-founder of Roar Resources Pty Ltd, a gold exploration company with projects located in Queensland which later merged with ASX listed Metal Bank Ltd. Prior to that Jamie was CFO and Director of African Minerals Ltd, an AIM listed company which discovered a large iron ore deposit in Sierra Leone. Jamie was also Finance Director of Cluff Gold plc,

an AIM listed company which operated gold mines in Burkina Faso and Cote d'Ivoire and also had an advanced gold exploration project in Sierra Leone. In his earlier career, Jamie held commercial management positions at project sites based in Australia and various countries throughout Africa.

In these roles Jamie was an integral member of management teams, at both project and corporate levels, which have successfully developed projects from early exploration through to production. As a result, Jamie has experience in IPO's, mergers, capital raisings and mining project finance. Jamie holds a BEcon and DipFM from the University of New England and is an associate member of the CPA's.

Stuart Smith, Technical Adviser. Stuart has 30 years global exploration experience spanning the spectrum from global project generation to mine geology with a track record of discovery in brownfields and greenfields arenas. Most recently Stuart was Technical Director - Strategy & New Projects for Teck Resources Ltd., based in Vancouver, Canada. In this role Stuart led the team with global responsibility for new exploration project review and capture. Prior to that Stuart held the role of Specialist - Global Copper for Teck, based in Santiago, Chile in which he had responsibility for Teck's global Cu exploration portfolio. Prior to joining Teck, Stuart was Chief Geologist for the Oxiana-OZ Minerals-MMG group of companies and subsequently with the founders of Oxiana in the G-Resources, Tigers Realm and EMR companies. In these roles Stuart was responsible for activities across the full spectrum from global project identification and review to brownfields exploration and in-mine resource evaluation.

Stuart holds a BSc (Hons 1) degree from the University of New England, Armidale, Australia and a PhD from CODES at the University of Tasmania, Australia.

Michael Konnert, Director. Mr. Konnert is a mining entrepreneur experienced in deal-making, financing, and corporate strategy. His primary focus is CEO and Founder of Vizsla Resources Corp. where the company has consolidated and is developing one of Mexico's highest-grade silver and gold districts. He is co-founder and Managing Partner of Inventa Capital, a mining focused merchant bank and incubator with companies around the world. Previously, Mr. Konnert co-founded CobaltOne Energy Corp, a cobalt exploration company, which he led as CEO and sold to Blackstone Minerals in 2017. Mr. Konnert is an advisor to several companies, and a board member of Summa Silver.

Jen Hanson, Corporate Secretary. Jen is a dedicated and versatile senior professional that brings more than 22 years of excellence in all aspects of human resource management, accounting, and corporate administration. For the last eight years, her focus has been on providing corporate secretary services and accounting services for several public and private companies.

Private Placement

Pursuant to the letter of intent, and in connection with the Transaction, the Company will complete a non-brokered private placement (the "Private Placement") of subscription receipts (each, a "Receipt") at a price of \$0.20 per Receipt to raise a minimum of C\$1,500,000. Proceeds from the Private Placement will be held in escrow pending completion of the Transaction. Following completion of the Transaction, the Receipts will automatically be converted into post-Consolidation common shares of the Company. Net proceeds of the Private Placement will be used to develop the business of TOR, and for working capital and general corporate purposes. The Company may pay finders' fees to eligible parties who assist in introducing subscribers to the Private Placement. All securities issued in connection with the Private Placement will be subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.

Sponsorship

The Transaction is subject to the sponsorship requirements of the TSX-V unless an exemption from those requirements is granted. The Company intends to apply for an exemption from the sponsorship requirements; however, there can be no assurance that an exemption will be obtained. If an exemption from the sponsorship requirements is not obtained, a sponsor will be identified at a later date. An agreement to act as sponsor in respect of the Transaction should not be construed as any assurance with respect to the merits of the Transaction or the likelihood of its completion.

Name Change

Upon completion of the Transaction, the Company intends to change its name to "Gondwana Gold Corp." or such other name as TOR may determine, and the parties expect that the TSX-V will assign a new trading symbol for the Resulting Issuer.

About the Company

The Company is a capital pool company ("CPC") within the meaning of the policies of the TSX-V that has not commenced commercial operations and has no assets other than cash. The current directors and officers of the Company consists of Anton Drescher (Director, President, Chief Executive Officer and Corporate Secretary), Rowland Perkins (Director), David Cross (Chief Financial Officer) and David Brett (Director).

For further information please contact:

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Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. The Transaction cannot close until the required approvals are obtained, and the outstanding conditions satisfied. 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 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 has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to proposed financing activity, regulatory or government requirements or approvals, the reliability of third party information and other factors or information. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.

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