

Evolution Global Frontier Ventures Corp. Signs Letter Of Intent With Faster

14.09.2023 | [Presse Minen](#)

Vancouver, Sept. 15, 2023 – [Evolution Global Frontier Ventures Corp. \(CSE: EGFV\) \(the “Company” or “EGFV”\)](#) announced today that it has entered into a non-binding letter of intent dated September 14, 2023 (the “LOI”) with 2757953 Ontario Inc. (DBA Faster) (“Faster”) setting out the initial proposed terms and conditions pursuant to which the Company and Faster expect to effect a business combination that will result in a reverse takeover of the Company by the shareholders of Faster (the “Proposed Transaction”), subject to the Company and Faster entering into a definitive agreement on terms substantively similar to the terms set out in the LOI (a “Definitive Agreement”). The entity resulting from the Proposed Transaction (the “Resulting Issuer”) will continue to carry on the business of Faster as a company that specializes in payment technology allowing businesses to accept electronic forms of payment namely Interac, Mastercard, Visa and American Express with faster settlement times including weekends and holidays. The LOI was negotiated at arm’s length.

Acquisition Terms

Subject to the terms of a Definitive Agreement, the Proposed Transaction will be structured as an amalgamation, arrangement, takeover bid, share purchase or other similar form of transaction mutually acceptable to the Company and Faster. The Company intends to issue a subsequent news release with the comprehensive details regarding the Proposed Transaction, including the proposed capitalization of the Resulting Issuer, upon execution of a Definitive Agreement. The parties intend to enter into the Definitive Agreement in respect of the Proposed Transaction by no later than September 22, 2023, or such other date as may be mutually agreed upon by Faster and the Company.

Under the terms of the LOI, the Company will complete, prior to closing of the Proposed Transaction (the “Closing”), a consolidation of its issued and outstanding common shares (the “Common Shares”), which aggregate consolidation may take place in multiple consolidations (the “Consolidation”). The LOI also contemplates that upon Closing, the current directors and officers of the Company will resign and that the board and management of the Resulting Issuer will be reconstituted (the “Resulting Issuer Board”), with certain directors being nominated by Faster for appointment to the Resulting Issuer Board, and new officers identified by Faster to be appointed by the Resulting Issuer Board.

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to, the Consolidation, the a financing of the Company’s equity securities (an “Equity Financing”) as discussed below, satisfactory completion of due diligence, the parties entering into the Definitive Agreement on terms acceptable to the parties and the Company and Faster obtaining any approval from their respective shareholders and the Canadian Securities Exchange (the “CSE”). There can be no assurance that the Proposed Transaction will be completed as currently contemplated, or at all. Trading of the Common Shares will remain halted pending the review of the Proposed Transaction by the CSE and satisfaction of conditions of the CSE for listing.

Equity Financing

Pursuant to the LOI, Faster will look to complete the Equity Financing on an arm’s length basis on terms satisfactory to the Company for gross proceeds of at least \$1 million and no greater than \$2.5 million. Faster is expected to issue subscription receipts (the “Subscription Receipts”) under the Equity Financing, which Subscription Receipts will be exchangeable into shares of the Resulting Issuer concurrently with the closing of the Proposed Transaction. The proceeds from the financing are expected to be used for working capital and general corporate purposes of the Resulting Issuer.

Bridge Loan from Faster

The Company is also pleased to announce that it has entered into a promissory note in favour of Faster dated as of September 14, 2023 (the “Note”) secure a bridge loan from Faster in the principal amount of \$192,950 (the “Principal Amount”). The Company will use the Principal Amount for general working capital

purposes.

The Note will bear interest at a rate of 8.0% per annum, calculated monthly and commencing on the date that is 6 months from the date of the Note. The Principal Amount, along with all outstanding and accrued interest, shall become due and payable on the date that is 36 months from the date of the Note (the "Maturity Date").

Pursuant to the terms of the Note, the Maturity Date shall be immediately accelerated and become due and payable within 90 days in the event the LOI is terminated prior to the Definitive Agreement being entered into.

Further Information

All information contained in this press release with respect to Faster, its business, the market in which it operates and the Equity Financing was supplied by Faster for inclusion herein. The Company has not conducted due diligence on the information provided and does not assume any responsibility for the accuracy or completeness of such information.

Contact Information

[Evolution Global Frontier Ventures Corp.](#)

Ron Miles, Director

email: egfrontierventures@gmail.com

Forward Looking Information: This news release contains forward-looking information and statements ("forward-looking statements") within the meaning of applicable Canadian securities legislation, that are not based on historical fact, including, without limitation, statements using the words "believes", "anticipates", "plans", "intends", "will", "should", "expects", "continue", "estimate", "forecasts" and other similar expressions. Forward-looking statements include, among other matters, the terms and timing of the Proposed Transaction, the entering into the Definitive Agreement, and on terms mutually acceptable to the parties, the Consolidation, Equity Financing and the reconstitution, and composition, of the Resulting Issuer Board, and the completion of the conditions, in particular obtaining CSE and shareholder approval. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties may not proceed with the LOI and the Proposed Transaction; that the ultimate terms of the LOI and the Proposed Transaction will differ from those that are currently contemplated; regulatory and CSE approval, shareholder approval; and that the LOI and the Proposed Transaction will not be successfully completed for any other reason, including but not limited to geopolitical risk, regulatory, and exchange risk. The terms and conditions of the Proposed Transaction may change based on the Company's due diligence. The Company undertakes no obligation to comment on analysis, expectations or statements made by third-parties in respect of the Company, its securities, or financial, or operating results (as applicable). Although the Company believes that the expectations reflected in forward-looking statements in this news release are reasonable, such forward looking statements has been based on expectations, factors and assumptions concerning future events which may prove to be inaccurate and are subject to numerous risks and uncertainties, certain of which are beyond the Company's control. The forward-looking statements contained in this news release are expressly qualified by this cautionary statement and are made as of the date hereof. Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements 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 statements. We are under no obligation to update or alter any forward-looking statements except as required under applicable securities laws. For the reasons set forth above, undue reliance should not be placed on forward-looking statement.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

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