

Atha Energy Provides Updates To Transactions With 92 Energy And Latitude Uranium and Announces Application For Listing On Tsxv

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VANCOUVER, Jan. 25, 2024 - [Atha Energy Corp.](#) (CSE: SASK) (FRA: X5U) (OTCQB: SASKF) ("ATHA") is pleased to provide an update on its previously announced proposed acquisition transactions (together, the "Transactions") with [Latitude Uranium Inc.](#) (CSE: LUR) ("Latitude") and [92 Energy Limited](#) (ASX: 92E) ("92E") further to its press release dated December 7, 2023.

ATHA is pleased to announce that in accordance with the policies of the Canadian Securities Exchange (the "CSE"), it expects to satisfy the requirements of the CSE with respect to shareholder approval for the Transactions by way of a written resolution (the "Written Consent Resolutions") executed by shareholders of ATHA holding greater than 50% of the issued and outstanding common shares of ATHA ("ATHA Shares"), and accordingly, has cancelled its previously called meeting of shareholders.

Additionally, ATHA is pleased to announce that it has applied to list (the "Proposed TSXV Listing") the ATHA Shares on the TSX Venture Exchange (the "TSXV"). Approval by the TSXV of the Proposed TSXV Listing is conditional on the satisfaction by ATHA of the conditions to listing imposed by the TSXV and there can be no assurance that such approval will be received.

ATHA also wishes to announce that it has entered into an amended and restated binding scheme implementation deed (the "A&R 92E SID") with 92E dated January 25, 2024, amending and restating the binding scheme implementation deed dated December 7, 2023, to allow for ATHA to proceed with the Proposed TSXV Listing and Written Consent Resolutions in lieu of a meeting of ATHA shareholders. A copy of the A&R 92E SID will be filed on ATHA's SEDAR+ profile at www.sedarplus.ca.

ATHA and 92E are currently actively working towards the finalization of the meeting materials for the meeting of holders of 92E shares (the "92E Meeting"). At the 92E Meeting, 92E shareholders will be asked to consider and vote on a resolution approving the previously announced 92E scheme. Further details of the 92E Meeting will be announced by 92E in due course.

Finally, ATHA also announces that it has filed restated interim financial statements and associated management's discussion and analysis for the nine-month period ended September 30, 2023, copies of which are available on ATHA's SEDAR+ profile at www.sedarplus.ca (the "Restated Statements"). The Restated Statements are filed in connection with a recalculation related to the amortization of incentive stock options of ATHA (a non-cash flow item) identified during the course of the auditor review engagement of the interim financial statements of the Company for the nine months ended September 30, 2023 undertaken in connection with the Transactions.

For additional information on the Transactions, please refer to ATHA's news release dated December 7, 2023.

About ATHA

ATHA is a mineral exploration company focused on the acquisition, exploration, and development of mineral resource properties. ATHA holds the largest cumulative exploration package in each of the Athabasca Basin and Thelon Basin, two of the world's most prominent basins for uranium discoveries, with 6.4 million total acres along with a 10% carried interest portfolio of claims in the Athabasca Basin operated by [NexGen Energy Ltd.](#) (TSX: NXE) and Iso Energy Ltd. (TSX?V: ISO).

For more information visit www.athaenergy.com

Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

None of the securities to be issued pursuant to the Transactions 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 Transactions 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, among other things, the Proposed TSXV Listing, the Transactions, including statements with respect to the Latitude and 92E shareholder meetings, the ability of ATHA to obtain the requisite signatures pursuant to the Written Consent Resolutions, the receipt of the required regulatory, stock exchange (including the CSE, TSXV and ASX) and other approvals, the ability of ATHA, Latitude and 92E to successfully close the Transactions, and the filing of materials on SEDAR+.

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 ability of ATHA to satisfy the conditions imposed in connection with the Proposed TSXV Listing, completion of the Transactions, including finalization of meeting materials in connection with the Latitude and 92E shareholder meetings, receipt of the requisite signatures pursuant to the Written Consent Resolutions, receipt of required regulatory, court and stock exchange approvals, the ability of ATHA, 92E and Latitude to satisfy, in a timely manner, the other conditions to the closing of the Transactions, other expectations and assumptions concerning the Transactions, and that general business and economic conditions will not change in a material adverse manner. Although each of ATHA, 92E and Latitude 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.

Such statements represent the current views of ATHA, 92E and Latitude with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by ATHA, 92E and Latitude, 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 ATHA, 92E and Latitude to finalize meeting materials and/or obtain the requisite shareholder approvals; inability of ATHA, 92E and Latitude to complete the Transactions or satisfy certain conditions precedent thereto; the inability of ATHA to satisfy all conditions to the Proposed TSXV Listing; a material adverse change in the timing of any completion and the terms and conditions upon which the Transactions is completed; inability to satisfy or waive all conditions to closing the Transactions as set out in the A&R 92E SID and the arrangement agreement executed by ATHA and Latitude dated December 7, 2023; shareholders or ATHA, 92E or Latitude not approving the Transactions; the CSE and/or the TSXV not providing approval to the Transactions and all required matters related thereto; the inability of the consolidated entity to realize the benefits anticipated from the Transactions and the timing to realize such benefits, including the exploration and drilling targets; unanticipated changes in market price for ATHA Shares, 92E shares and/or Latitude shares; changes to ATHA's, 92E's and/or Latitude's current and future business and exploration plans and the strategic alternatives available thereto; growth prospects and outlook of the business of each of ATHA, 92E and Latitude; treatment of the Transactions 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 ATHA projects; stock market conditions generally; demand, supply and pricing for uranium; and general economic and political conditions in Canada, Australia and other jurisdictions where the applicable party conducts business. Other factors which could materially affect such forward-looking information are described in the filings of ATHA and Latitude with the Canadian securities regulators which are available, respectively, on each of ATHA's and Latitude's profiles on SEDAR+ at www.sedarplus.ca and filings of 92E with the Australian regulatory authorities. None of ATHA, 92E or Latitude undertake to update any forward-looking information, except in accordance with applicable securities laws.

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