

Ankh Capital Inc. Signs Amalgamation Agreement to Acquire Quetzal Copper Limited

16.03.2023 | [Newsfile](#)

Vancouver, May 16, 2023 - Ankh Capital Inc. (TSXV: ANKH) ("Ankh" or the "Company") is pleased to announce that, further to its news release dated March 1, 2023, it entered into a definitive amalgamation agreement (the "Amalgamation Agreement") dated May 15, 2023, with [Quetzal Copper Limited](#) ("Quetzal") pursuant to which, among other things, Ankh will acquire all of the issued and outstanding securities of Quetzal (the "Transaction").

Upon successful completion of the Transaction, it is anticipated that the combined entity (the "Resulting Issuer") will be listed as a Tier 2 Mining issuer on the TSX Venture Exchange ("TSXV") and will carry on the business of Quetzal. The Transaction is intended to constitute the Ankh's "qualifying transaction" pursuant to Policy 2.4 of the TSXV.

General Information on Ankh

Ankh was incorporated under the Business Corporations Act (British Columbia) on November 30, 2020. The Company was formed for the primary purpose of completing an initial public offering on the TSXV as a Capital Pool Company (as such term is defined in Policy 2.4 of the TSXV). The Company has not commenced operations and has no significant assets. The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (as such term is defined in Policy 2.4 of the TSXV), and it is intended that the Transaction will constitute such Qualifying Transaction. The Company's head office and registered and records office is 250 Howe Street 20th Floor, Vancouver, BC, V6C 3R8. The common shares of Ankh ("Ankh Common Shares") are currently listed on the TSXV and Ankh is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

Ankh currently has 15,620,000 Ankh Common Shares issued and outstanding and securities exercisable or exchangeable into 2,562,000 Ankh Common Shares, being: (i) 1,562,000 director's options exercisable at a price of \$0.10 per Ankh Common Share (the "Ankh Options"); and (ii) 1,000,000 agent's warrants exercisable at \$0.10 per Ankh Common Share (the "Ankh Warrants").

General Information on Quetzal

Quetzal was incorporated under the Business Corporations Act (British Columbia) on April 29, 2021. Quetzal's head office is located at Suite 401 - 353 Water Street, Vancouver, BC V6B 1B8.

Quetzal is a private copper exploration company which has a portfolio of four drill ready copper properties. Quetzal has assembled its discovery pipeline over the last two years to come to market with mix of open copper intercepts and new drill targets in near mine locations.

In British Columbia, Quetzal has options to acquire an interest in the following three properties:

1. The Princeton copper project (the "Princeton Project") is located immediately northeast of the Copper Mountain Mine in southern British Columbia.¹ Despite the proximity to an operating mine, the Princeton Project has seen limited drilling. New geophysics studies have defined four targets with proximal copper mineralisation and/or geochemical anomalies. Quetzal has an option to acquire an 80% interest in the Princeton Project.

Pursuant to the terms of an option agreement, Quetzal can acquire an 80% interest in the Princeton Project by making a cash payment of \$120,000 within 45 days of such agreement (paid) and issuing 3,850,000 shares in three tranches over a four year period. In addition, Quetzal must incur at least \$15 million exploration expenditures over a four year period.

2. The Big Kidd project (the "Big Kidd Project") is located in southern British Columbia, halfway between the Copper Mountain and New Afton mines.¹ The Big Kidd Project is a large breccia/porphyry system, with previous work intersecting significant copper and gold mineralisation. Two new priority targets, with

coincident geochemical and geophysical anomalies, are ready for drilling. Quetzal has an option to acquire a 100% interest in the Big Kidd Project.

Quetzal can acquire a 100% interest in the Big Kidd Project by paying \$130,000 at the completion of a \$500,000 financing and paying \$1.15 million in staged payments over five years. Quetzal has also agreed to make aggregate payments of \$3,500,000 if certain milestones are met by Quetzal in relation to the Big Kidd Project.

3. The DOT matrix project (the "DOT Project") is located approximately 35km south of the Highland Valley Mine in southern British Columbia¹ and contains a historic, non-compliant indicated resource of 4.0Mt at 0.53% copper and 3.0Mt at 0.56% copper inferred resource (the "Historical DOT Resource") at a 0.3% copper cut-off, which was prepared for Dot Resources Ltd. ("Dot Resources").^{2,3} Historic drillholes include 62.2m grading 0.75% copper. Quetzal has an option to acquire a 100% interest in the DOT Project.

Quetzal can acquire 100% interest in the DOT Project by paying \$200,000 and granting a 2% net smelter royalty.

In Mexico, Quetzal has an option to acquire one property. The Cristinas project (the "Cristinas Project") is located in the Chihuahua state, which is in the middle of a belt of Carbonate Replacement Deposits.¹ The Cristinas Project has never previously been recognised as this deposit type despite shallow mining down to approximately 50 metres depth. The two deepest holes (~80m below surface) from a twelve-hole program in 2012 intersected 4.3m true width grading 3.2% copper and 2.54m true width grading 3.0% copper. These holes are the only drilling completed on the Cristinas Project. These intercepts are open along strike and at depth. An electromagnetic survey completed by Quetzal suggests this mineralization is open to depth over 350m below surface and extends along strike. Quetzal has an option to acquire a 100% interest in the Cristinas Project. Quetzal can acquire 100% interest in the Cristinas Project by making a \$50,000 cash payment and by undertaking all exploration expenses.

Quetzal currently has 7,130,053 common shares ("Quetzal Common Shares") issued and outstanding and 713,005 options exercisable at a price of \$0.15 per Quetzal Common Share (the "Quetzal Options").

Selected Financial Information of Quetzal

The following tables set out historical financial information regarding Quetzal, in each case for the periods ended and as of the dates indicated. The selected financial information of Quetzal has been derived from the audited financial statements of Quetzal for the year ended December 31, 2022.

Income Statement	Period ended December 31, 2022 \$
Revenue	Nil
Total Expenses	460,697
Net Income (Loss)	(460,697)

Balance Sheet Account	As at December 31, 2022 \$
Total assets	280,801
Total liabilities	34,607
Total Shareholders' Equity	246,194

The Transaction

Subject to approval by the TSXV and pursuant to the terms of the Amalgamation Agreement, the Transaction will be completed by way of a three-cornered amalgamation pursuant to the provisions of the Business Corporations Act (British Columbia) (the "BCA"). Pursuant to the terms of the Amalgamation Agreement, among other things, a wholly-owned subsidiary of Ankh and Quetzal will amalgamate (the "Amalgamation") and all post-Subdivision (as defined below) securities of Quetzal will be exchanged for post-Consolidation (as defined below) equivalent securities of Ankh on a one-for-1.0979668 basis (the "Exchange Ratio"), which may be amended upon finalization of the terms of the Private Placement (as defined below).

In connection with completion of the Transaction:

- Ankh will consolidate (the "Consolidation") all of the then issued and outstanding Ankh Common Shares on the basis of one post-Consolidation Ankh Common Share (each, a "Resulting Issuer Share") for each previously outstanding two Ankh Common Shares and each Ankh Option and Ankh Warrant will be adjusted in accordance with their respective terms to account for the Consolidation;
- Quetzal will subdivide (the "Subdivision") all of the then issued and outstanding Quetzal Common Shares on the basis of three post-Subdivision Quetzal Common Shares for each previously outstanding Quetzal Shares and each Quetzal Option will be adjusted in accordance with its terms to account for the Subdivision;
- all outstanding Quetzal Options, as adjusted for by the Subdivision, will be replaced with equivalent convertible or exchangeable securities of the Resulting Issuer entitling the holders thereof to acquire Resulting Issuer Shares in lieu of Quetzal Common Shares adjusted to reflect the Exchange Ratio, and otherwise bearing the same terms of the securities they replace; and
- Ankh will change its name to "Quetzal Copper Corp." or such other name as may be determined by Quetzal.

The Transaction is not a Non-Arm's Length Qualifying Transaction (as defined under the policies of the TSXV) and therefore will not require approval by the shareholders of Ankh under Policy 2.4 of the TSXV. The Transaction is further subject to, among other things, the approval by the shareholders of Quetzal and the approval of the TSXV.

Upon completion of the Transaction and without giving effect to the Private Placement (as defined below), the shareholders of Ankh will hold 7,810,000 Resulting Issuer Shares and the shareholders of Quetzal, excluding shares issued in connection with the Private Placement, will hold approximately 24,955,186 Resulting Issuer Shares. The final issuance of Resulting Issuer Shares to Quetzal shareholders will be calculated based on the price of the Private Placement (as defined below). The deemed issuance price of Resulting Issuer Shares will be \$0.20 on a post-Consolidation basis.

The Amalgamation Agreement includes a number of conditions precedent to the closing of the Transaction, including, but not limited to, receipt of the requisite shareholder approvals, approvals of all regulatory bodies having jurisdiction in connection with the Transaction, approval of the TSXV, including the satisfaction of its listing requirements, completion of the Private Placement (as defined below) and the satisfaction of other closing conditions customary to transactions of this nature. There can be no assurance that the Transaction will be completed as proposed or at all. Following completion of the Transaction, Quetzal will become a wholly-owned subsidiary of Ankh which will form the Resulting Issuer. The foregoing is a summary of the Amalgamation Agreement and is qualified in its entirety by the Amalgamation Agreement, a copy of which will be available under Ankh's profile on SEDAR at www.sedar.com.

Private Placement Financing

In connection with and as a condition to the Transaction, Quetzal intends to complete an equity financing of Quetzal Common Shares for minimum gross proceeds of \$3,000,000 (the "Private Placement"). It is expected that the issue price per post-Subdivision Quetzal Common Share will be a minimum of \$0.20. The post-Subdivision Quetzal Common Shares issued pursuant to the Private Placement are expected to be sold to "accredited investors" and other exempt parties pursuant to exemptions from prospectus requirements under Canadian securities laws.

The Private Placement is intended to be completed prior to or concurrently with closing of the Transaction. The net proceeds of the Private Placement will be used for exploration and development of the Resulting Issuer's properties and working capital and general corporate purposes. Quetzal expects the Private Placement to be completed on a non-brokered basis. Quetzal may pay a finder's fee or commissions, as applicable, in connection with the Private Placement.

Principals of the Resulting Issuer

Upon completion of the Transaction, the Resulting Issuer will have the following board and management team:

Matthew Badiali M.S. - Chief Executive Officer and Director

Mr. Badiali is a geologist, financial analyst, and consultant with 18 years experience as a natural resource

investment analyst. He has a Bachelor of Science degree in Earth Science from the Pennsylvania State University and a Master of Science in Geology from Florida Atlantic University. He taught geology classes at Florida Atlantic University, The University of North Carolina at Chapel Hill, and at Duke University.

Dilshan Anthony - Chief Financial Officer

Mr. Anthony is a thorough, distinguished, and highly organized Chartered Professional Accountant with over 15 years of experience spread throughout various sectors of accounting. He has extensive history with the hotel industry and is currently involved in the mining industry. The cumulation of his past experiences have led him to become accustomed with forensic accounting, bringing forth new technological solutions, engineering efficient accounting procedures, and updating his skillset with modern innovations in the field of accounting. Mr. Anthony received his Chartered Professional Accountant designation from the CGA, BC, in 2014.

Jennifer Hanson - Corporate Secretary

Ms. Hanson is a dedicated and versatile senior professional that brings more than 22 years of corporate finance, accounting and regulatory experience in several industries. She has helped with multiple acquisitions and mergers and has helped to list many companies on the various exchanges in Canada and has recently helped Vizsla Silver Corp. achieve a listing on the NYSE. Ms. Hanson is corporate secretary for many publicly traded companies as well as some private companies.

Christopher Lloyd - Vice President of Exploration

Mr. Lloyd is an exploration geologist with more than 35 years experience throughout the Americas. After finishing the Queens University MINEX program in 1994 and working from coast to coast in Canada, he moved to Mexico to work with Cominco Ltd until 2001. After the buy out by Teck, Chris decided to remain in Mexico consulting for a number of years including recognizing Caballo Blanco as a high sulphidation system and doing the initial work that led to the discovery there. In 2005 he co-founded Soltoro Ltd. and went on to find the El Rayo Silver deposit in Jalisco, which was subsequently sold to Agnico Eagle. More recently Chris led the start up of Vizsla Silver's Panuco project through to discovery before returning to more property evaluation / due diligence type work. Mr. Lloyd continues to work as a consulting geologist based out of Guadalajara, Jalisco.

Barry Coughlan - Director

Mr. Coughlan is a financier based in Vancouver, who over the past 40 years has been involved in the financing of private and public companies with focus on the identification, negotiations and securing of viable business opportunities worldwide with special emphasis on the resource sector. Mr. Coughlan is a past Member of the New York Stock Exchange, Member of the Chicago Board of Trade, Chicago IL, with clearance from the Canadian Securities Institute, Toronto, ON and the Toronto Stock Exchange as well as the Security Exchange Commission, Washington, DC. He has been involved in the financing of over 25 private and public companies and their subsequent listings on North American Stock Exchanges: NYSE, NASDAQ, TSX as well as the London Stock Exchange, LSE.

John Fraser - Director

Mr. Fraser has over 20 years experience in the Canadian capital markets. John worked as an investment advisor at several Canadian brokerage firms with a focus on the mining sector. Since transitioning to the public company side of the business, Mr. Fraser has held board positions and advised several mining and technology companies.

Finder's Fee

In connection with the Transaction, Ankh has agreed to pay a finder's fee to PI Financial Corp. (the "Finder"), an arm's length party to Ankh. Ankh has agreed to issue the Finder Ankh Common Shares equal to 1% of the shares issued upon closing of the Transaction to the current shareholders of Quetzal, subject to the approval by the TSXV.

Bridge Loan

Ankh has agreed to, subject to all regulatory approvals, lend Quetzal \$200,000 by way of a secured bridge loan (the "Bridge Loan") at an annual interest rate of 8%. The Bridge Loan will be forgiven by Ankh upon completion of the Transaction. The Bridge Loan will be repayable within six months of termination of the Definitive Agreement in accordance with its terms. Final terms of the Bridge Loan will be set out in a definitive loan agreement and related security documentation, which will contain such terms as are customary in comparable transactions. The Bridge Loan is subject to the approval of the TSXV and will be advanced in accordance with the policies of the TSXV.

Quetzal will use the Bridge Loan for working capital and general corporate purposes.

Filing Statement

In connection with the Transaction and in compliance with the policies of the TSXV, Ankh will file on SEDAR a filing statement which will contain details regarding the Transaction, Ankh, Quetzal and the Resulting Issuer.

Shareholders Meeting

A special meetings of the holders of common shares of Quetzal will be held to, among other things: (a) approve the Transaction; (b) approve the Amalgamation Agreement; and (c) approve such other matters that may be required to be approved in order to give effect to the transactions set forth in the Amalgamation Agreement and the implementation of the Transaction. The date for the special meeting of the shareholders of Quetzal has not yet been set, but is expected to be called shortly

Trading Halt

Trading in Ankh Common Shares on the TSXV will remain halted in compliance with the policies of the TSXV in connection with the announcement of the Transaction, and is expected to remain halted pending the review of the Transaction by the TSXV, and satisfaction of the conditions of the TSXV for resumption of trading. It is not expected that trading in the Ankh Common Shares will resume prior to the Closing.

Sponsorship of Transaction

The Transaction will be subject to the sponsorship requirements of the TSXV unless a waiver or exemption from the sponsorship requirement is available. If required, a sponsor will be identified at a later date and will be announced in a subsequent news release. Ankh intends to apply for a waiver of the sponsorship requirement in connection with the Transaction.

Additional Information

Additional details regarding Ankh, Quetzal and the Transaction are set out in Ankh's news released dated March 1, 2023.

Technical Notes

1. Mineralization hosted on adjacent and/or nearby and/or geologically similar properties is not necessarily indicative of mineralization hosted on Quetzal's properties.

2. Source: "Technical Report on a Diamond Drill Program and Mineral Resource Estimate for Dot Resources Ltd.'s Dot Property", prepared by Ronald James Robinson of Aurora Geosciences Ltd., prepared for Dot Resources with an effective date of November 30, 2010. Key assumptions in the report include a Reporting Cutoff = 0.10 Cu-Equivalent (lowcuts: Cu=0.10%, Ag=1.0g/t, Au=0.05g/t, Mo=0.005%). Metal Prices: Copper: \$3.00/lb, Silver: \$18.00/oz, Gold: \$1,200/oz, Molybdenum Trioxide: \$14/lb. The resulting CuEQ. value assumes 100% recovery of all metals.

3. The Historical DOT Resource is considered historical in nature and as such is based on prior data and reports prepared by previous property owners. The reader is cautioned not to treat it, or any part of it, as current mineral resources or reserves. Quetzal has determined the Historical DOT Resource is reliable given that it is based on data collected with modern drilling and sampling methods and was completed by Dot Resources, and relevant to be included here in that it simply demonstrates the mineral potential of the DOT Project. A qualified person has not done sufficient work to classify the Historical DOT Resource as a current resource and Quetzal is not treating the Historical DOT Resource as a current resource. Significant data compilation, re-drilling, re-sampling, data verification and a site visit may be required by a qualified person before the Historical DOT Resource can be classified as a current resource. There can be no assurance that any of the historical mineral resources, in whole or in part, will ever become economically viable. In addition, mineral resources are not mineral reserves and do not have demonstrated economic viability. Even if classified as a current resource, there is no certainty as to whether further exploration will result in any inferred mineral resources being upgraded to an indicated or measured mineral resource category. The Historical DOT Resource relating to inferred mineral resources was calculated using prior mining industry standard definitions and practices for estimating mineral resource and mineral reserves. Such prior definitions and practices were utilized prior to the implementation of the current standards of the Canadian Institute of Mining for mineral resource estimation and have a lower level of confidence.

Qualified Person

Stewart Harris, is a "qualified person" in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects and has reviewed and approved the technical information contained in this news release. Mike Brown is a Member of the Australian Institute of Geoscientists.

For further information please contact:

Ankh Capital Inc.
Roger Milad, CEO and CFO
Phone: (604) 690-2680

Quetzal Copper Limited
Matthew Badiali, CEO
Phone: (888) 227-6821

All information in this press release relating to Quetzal has been provided by Quetzal and is the sole responsibility of Quetzal.

Cautionary Note

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. 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 management information circular or 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 a Capital Pool Company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the exploration and development of Quetzal's properties, the exercise by Quetzal of options to acquire properties, the proposal to complete the Transaction and associated transactions, including statements regarding the terms and conditions of the Transaction (including the Consolidation and the Subdivision), the Exchange Ratio, the name change of the Company, the Private Placement, the use of proceeds of the Private Placement, the Bridge Loan and the proposed directors and officers of the Resulting Issuer. The information about Quetzal contained in the press release has not been independently verified by Ankh. Although Ankh believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because Ankh can give no assurance that they will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Transaction, the name change of the Company, the Private Placement, the appointment of the proposed directors and officers of the Resulting Issuer and associated transactions, that the ultimate terms of the Transaction, the Private Placement, the appointment of the proposed directors and officers of the Resulting Issuer and associated transactions will differ from those that currently are contemplated, and that the Transaction, the name change of the Company, the Private Placement, the appointment of the proposed directors and officers of the Resulting Issuer and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory

authorities). The terms and conditions of the Transaction may change based on Ankh's due diligence (which is going to be limited as Ankh intends largely to rely on the due diligence of other parties of the Transaction to contain its costs, among other things) and the receipt of tax, corporate and securities law advice for both Ankh and Quetzal. The statements in this press release are made as of the date of this press release. Ankh undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of Ankh, Quetzal, their securities, or their respective financial or operating results (as applicable).

Not for distribution to U.S. Newswire Services or for dissemination in the United States of America. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.

Dieser Artikel stammt von [GoldSeiten.de](https://www.goldseiten.de)

Die URL für diesen Artikel lautet:

<https://www.goldseiten.de/artikel/612105--Ankh-Capital-Inc.-Signs-Amalgamation-Agreement-to-Acquire-Quetzal-Copper-Limited.html>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer](#)!

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!
Alle Angaben ohne Gewähr! Copyright © by GoldSeiten.de 1999-2025. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).