

# Redtail Metals Corp. and Northern Tiger Resources Inc. to Merge

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VANCOUVER, BRITISH COLUMBIA, October 28, 2013 - [Redtail Metals Corp.](#) (TSX-V: RTZ) ("Redtail") and [Northern Tiger Resources Inc.](#) (TSX-V: NTR) ("Northern Tiger") are pleased to announce that they have entered into a binding letter agreement dated October 25, 2013 (the "Agreement") pursuant to which Northern Tiger has agreed to acquire all of the issued and outstanding securities of Redtail in exchange for securities of Northern Tiger (the "Transaction"). It is anticipated the Transaction will constitute a "reverse takeover" for Northern Tiger under the applicable TSX Venture Exchange policies and that the resulting issuer will continue to be a Tier 2 Mining Issuer.

In conjunction with the Transaction, Northern Tiger will purchase from [Americas Bullion Royalty Corp.](#) (TSX: AMB) ("AMB") all of AMB's interest in the Grew Creek gold project located in Yukon, Canada (the "Grew Creek Project") and related drill and core data ("Data") for an aggregate purchase price of \$900,000 (the "Property Acquisition"), and complete a financing (the "Financing") to raise a minimum of \$324,000 and a maximum of \$450,000.

"These transactions will consolidate a number of strong Yukon properties into one company, including two promising high-grade gold projects in the southeast Yukon -- 3Ace and Grew Creek", says Greg Hayes, President of Northern Tiger. "Given the challenging markets for junior explorers, we are also very pleased to emerge with a strong and supportive major shareholder in Americas Bullion."

"We look forward to combining the strengths of the two companies into a revitalized entity focused on two of the higher grade gold projects in the southeast Yukon while also continuing to hold our deposits at Marg and Clear Lake," said William M. Sheriff, Interim CEO of Redtail Metals. "Under our Kaska Cooperation Agreement, we will work to create benefit for our collective shareholders and Yukoners alike."

Prior to completion of the Transaction, Northern Tiger will consolidate its issued and outstanding common shares on a seven to one basis (the "Consolidation"), and then issue one share for every seven Redtail shares acquired at closing. The combined company will change its name to "Redtail Metals Corp." or such other name as is acceptable to the parties and the TSX Venture Exchange. Outstanding Redtail warrants will be exchanged for Northern Tiger warrants on the same basis. Outstanding Redtail stock options will be exercised, terminated or repriced on terms to be further agreed by the parties.

The Grew Creek Project is located 32 km southwest of Faro and 24 km northwest of Ross River, Yukon. The property's 135 square km encompass 666 quartz claims, extending along both sides of the Robert Campbell Highway for approximately 27 km, with power lines traversing the project area. AMB holds an option to earn a 100% interest in the project, subject to a 4% NSR in favor of the optionor. AMB has satisfied the minimum \$3,000,000 exploration expenditure requirement under the terms of the option agreement and will acquire a 100% interest upon making a final cash payment of \$100,000.

It is anticipated that Northern Tiger will issue one or more promissory notes to AMB in the aggregate principal amount of \$900,000 (the "Property Notes") in full satisfaction of the purchase price for the Grew Creek Project and Data. The notes will be on market terms to be settled by the parties, and payable on demand. The terms of the notes will permit Northern Tiger to satisfy up to \$800,000 of the aggregate principal amount of the notes by the issuance of Northern Tiger shares at a per-share price of \$0.21 (on a post-Consolidation basis). The balance will be payable in cash. As security for the repayment of the notes, Northern Tiger will grant to AMB a first priority security interest in and to the Grew Creek Project option and Data.

Under the terms of the proposed Financing, Northern Tiger will offer and sell a minimum of 1,542,858 common shares and a maximum of 2,142,858 common shares (on a post-Consolidation basis) at a price of \$0.21 per share. AMB has agreed to purchase up to 1,542,858 Northern Tiger common shares, but only to the extent not otherwise acquired by third party subscribers, thereby guaranteeing the \$324,000 minimum will be raised at closing. Upon completion of the Transaction and Consolidation, and assuming AMB acquires the full amount of the minimum Financing and the maximum number of Northern Tiger shares on conversion

of the Property Notes, it is anticipated that AMB will hold up to 32% of the outstanding shares of Northern Tiger and will be a "control person" of Northern Tiger (as such term is defined in the policies of the TSX Venture Exchange). So long as AMB holds at least 15% of the outstanding Northern Tiger shares AMB will have pre-emptive right to maintain its percentage shareholding. In addition, so long as AMB holds at least 20% of the outstanding Northern Tiger shares AMB will be entitled to nominate two directors for election to the Northern Tiger board and thereafter one director until such time as it owns 10% or less of Northern Tiger.

AMB has also agreed to make \$150,000 immediately available for loan to Northern Tiger, to be advanced in tranches of \$25,000 based on the working capital needs of Northern Tiger through to closing of the Transaction.

Neither AMB nor RTZ are "Non-Arms' Length Parties" (as such term is defined in TSX Venture Exchange policies) to NTR. It is anticipated that the Property Acquisition will be exempt from the sponsorship requirements contained in TSX Venture Exchange policies.

Following completion of the Transaction, the board of directors of the resulting issuer will be comprised of six members, two of whom will be nominated by Redtail, two of whom will be nominated by Northern Tiger and two of whom will be nominated by AMB. The exact composition of the board will be disclosed in a subsequent news release, once determined by the parties. Greg Hayes will continue in his role as the Chief Executive Officer.

Completion of the Transaction is subject to, among other conditions customary for a transaction of this nature, the approval of the TSX Venture Exchange, approval of the Redtail and Northern Tiger shareholders, completion of the Property Acquisition, Consolidation and minimum Financing, and completion of the entire Transaction by not later than January 31, 2014. Transaction expenses plus a \$100,000 break fee is payable by a terminating party if the Agreement is terminated by that party to complete an alternative transaction deemed by such party's board of directors to be superior to the Transaction.

It is anticipated that Northern Tiger and Redtail will complete the Transaction by way of an amalgamation or plan of arrangement under the Business Corporations Act (British Columbia). Full details of the Transaction will be included in the joint management information circular to be filed with the regulatory authorities and mailed to Northern Tiger and Redtail shareholders in relation to their respective meetings called to approve the Transaction and related matters.

Completion of the Transaction is subject to a number of conditions, including TSX Venture Exchange acceptance and disinterested shareholder approval. 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 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 Northern Tiger or Redtail 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.

### **About Redtail Metals Corp.**

[Redtail Metals Corp.](#) is a British Columbia corporation focused on advancing quality precious metal enriched copper, lead and zinc mineral deposits in Yukon, Canada. Its common shares trade on the TSX Venture Exchange under the symbol "RTZ". The company currently controls the Marg and Clear Lake massive sulfide deposits, both with resources prepared in accordance with National Instrument 43-101. Additional information regarding Redtail, including financial information, is available on the SEDAR website under the company's issuer profile, at [www.sedar.com](http://www.sedar.com).

### **About Northern Tiger Resources Inc.**

[Northern Tiger Resources Inc.](#) is an Alberta incorporated resource exploration company focused on gold and copper exploration in the Yukon, where it has a strong portfolio of projects. Drilling has intersected 4.6 g/t gold over 35.0 metres (including 106.2 g/t gold over 1.0 metre) at the company's flagship 3Ace Project in southeast Yukon. The Sonora Gulch copper-gold-silver porphyry project in central Yukon also has also returned significant drill results, including 0.45 g/t gold and 3.0 g/t silver over 234.0 metres. The foregoing information has been reviewed and approved by Dennis Ouellette, B.Sc., P.Geol., a Qualified Person as

defined by NI 43-101.

### **Americas Bullion Royalty Corp.**

[Americas Bullion Royalty Corp.](#) invests in undervalued natural resource assets seeking to provide superior investment returns. Americas Bullion's assets include royalty holdings across Mexico, Nevada, Wyoming, Oregon, and California; control of the Springer Tungsten Mine and Mill; the Taylor mill and Humboldt mill site in Nevada; the Brewery Creek project, and a portfolio of Yukon exploration properties. The Company provides shareholders with the potential for exploration success through equity positions in related companies while continuing to advance and monetize its holdings.

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### **Cautionary Note Regarding Forward-Looking Statements**

*Information set forth in this news release may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the terms and completion of the Transaction are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: failure to satisfy all conditions precedent to the Transaction, including shareholder approval, approval of the TSX Venture Exchange and completion of the Financing, the Consolidation and the Property Acquisition, and the additional risks identified the management discussion and analysis section of Redtail Metal Corp.'s or Northern Tiger Resources Inc.'s interim and most recent annual financial statement or other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulators. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the respective companies undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking statements.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release, and no securities regulatory authority has either approved or disapproved of the contents of this release.*

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