Timberline Resources and Wolfpack Gold Complete the Definitive Agreement for Timberline to Acquire Assets of Wolfpack

08.05.2014 | Marketwired

COEUR D'ALENE, IDAHO--(Marketwired - May 8, 2014) - **Timberline Resources Corp. (NYSE MKT:TLR) (TSX VENTURE:TBR)** ("Timberline") is pleased to announce that it has entered into a definitive agreement (the "Agreement") with Wolfpack Gold Corp. ("Wolfpack") whereby Timberline will acquire certain of the Nevada gold properties of Wolfpack plus approximately Cdn$5.3 million in cash (inclusive of the current US$1 million dollar loan from Wolfpack to Timberline, which will be cancelled) in exchange for the issuance of 42,932,063 shares of common stock of Timberline (the "Timberline Shares").

Upon completion of the transaction, Timberline shareholders will hold, as a group, approximately 64% of the outstanding shares of Timberline, while Wolfpack shareholders will hold, as a group, approximately 36% of the outstanding Timberline shares. The transaction remains subject to fulfillment of customary conditions precedent on behalf of both companies, approval by the shareholders of both companies, and all necessary regulatory and stock exchange approvals.

Timberline President and CEO Paul Dircksen commented, "We are pleased that we have finalized the definitive agreement for this acquisition. Upon closing of the transaction, we will have acquired funding to focus on our advanced South Eureka / Lookout Mountain project in Nevada where we have excellent potential for new discoveries in addition to the existing significant NI 43-101 resource. The Company intends to limit its expenditures to projects with superior potential that maximize our opportunities in Nevada, one of the most favorable gold domains in the world. In addition, Timberline's shareholders will continue to benefit from the future developments at Butte Highlands in Montana once the remaining permits are granted."

Summary of Arrangement

The transaction between Timberline and Wolfpack is expected to be completed by way of a statutory plan of arrangement under the *Business Corporations Act* (British Columbia) (the "Arrangement") that contemplates that Timberline will issue the Timberline Shares to Wolfpack in exchange for all of the issued and outstanding shares of a Wolfpack subsidiary which holds the Nevada properties and cash to be acquired and as consideration for the cancellation of the outstanding US$1 million loan from Wolfpack to Timberline. Wolfpack will then distribute the Timberline Shares to its shareholders based on an exchange ratio of 0.75 of one Timberline Share in exchange for each outstanding common share of Wolfpack.

Completion of the Arrangement is subject to a favorable vote of at least two-thirds of the holders of Wolfpack common shares voted at a special meeting of shareholders and a favorable vote of a majority of the holders of shares of outstanding Timberline common stock voted at an annual and special meeting of stockholders. Both meetings are to be held by no later than June 30, 2014. Completion of the Arrangement is also subject to certain approvals by the British Columbia Supreme Court, the NYSE MKT, the TSX Venture Exchange and the receipt of all other necessary regulatory and third party approvals.

Stockholders of Timberline will also be asked to approve an increase in the authorized capital of Timberline from 100,000,000 to 200,000,000 shares to accommodate the issuance of the Timberline Shares, to approve a possible name change of Timberline, and to approve a reverse stock split of Timberline's outstanding shares of common stock.

The Arrangement is subject to customary closing conditions. The Agreement provides for the payment of reciprocal break fees of US$500,000 under certain conditions. The Agreement contains a commitment from both companies not to solicit or initiate discussions concerning alternative transactions to the proposed Arrangement.

The Arrangement is expected to close by no later than July 31, 2014.

The Arrangement has been unanimously approved by the Board of Directors of both Timberline and Wolfpack, and both companies have agreed to use commercially reasonable efforts to obtain support agreements from the management and directors of both companies.

Management Team and Board of Directors

Following completion of the Arrangement, Timberline's Board of Directors will consist of five (5) directors, three (3) directors to be appointed by Timberline and two (2) directors to be appointed by Wolfpack, with William Sheriff of Wolfpack to act as Chairman of the Board. There will be no change in the management of Timberline. Paul Dircksen will continue as the President and Chief Executive Officer of Timberline, Randy Hardy will continue as the Chief Financial Officer, and Steve Osterberg will continue as the Vice-President of Exploration.

Reverse Stock Split

Subsequent to the completion of the Arrangement, Timberline has agreed to conduct a reverse split of its outstanding shares of common stock on a basis to be determined by the Board of Directors of Timberline. The reverse stock split remains subject to approval of the stockholders of Timberline and all necessary regulatory and stock exchange approvals.

About Timberline Resources

Timberline Resources Corp. is exploring and developing advanced-stage gold properties in the western United States. Timberline holds a 50-percent carried interest ownership stake in the Butte Highlands Joint Venture in Montana. Timberline's exploration is primarily focused on the major gold districts of Nevada, where it is advancing its flagship Lookout Mountain Project toward a production decision while exploring a pipeline of quality earlier-stage projects at its South Eureka Property and elsewhere. Timberline management has a proven track record of discovering economic mineral deposits that are developed into profitable mines.

Timberline is listed on the NYSE MKT where it trades under the symbol "TLR" and on the TSX Venture Exchange where it trades under the symbol "TBR".

About Wolfpack

Wolfpack Gold's mandate is to advance low cost heap leach and high grade underground gold projects towards production in the western United States. The Castle-Black Rock project has a previous operating history as an open pit heap leach operation before closing due to low gold prices in the 1980's. With quality assets in a world class jurisdiction, a budgeted three-year plan and an exploration team with documented exploration discoveries in Nevada, Wolfpack Gold is positioned to advance new and existing discoveries towards production. In addition, the Company has a 100% interest, with no holding costs, on 115,000+ acres (46,400 ha) of private mineral rights in New Mexico, including the Crownpoint and Hosta Butte uranium deposits. These deposits contain an indicated resource of 26.6 MM pounds U3O8 at an average grade of 0.105% 4 eU3O8 and an inferred resource of 6.1 MM pounds U3O8 at an average grade of 0.110 eU3O8 (Beahm, 2012). A portion of these resources are under NRC license.

Additional Information and Where to Find It

In connection with Timberline's and Wolfpack's solicitation of proxies with respect to the meeting of shareholders of each of Timberline and Wolfpack to be called with respect to the proposed Arrangement, Timberline will file a proxy statement with the Securities and Exchange Commission (the "SEC") and Wolfpack will file an information circular with certain regulatory authorities in Canada.

SHAREHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT/INFORMATION CIRCULAR WHEN IT IS FINALIZED AND DISTRIBUTED TO SHAREHOLDERS BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.

Shareholders will be able to obtain a free-of-charge copy of the proxy statement/information circular (when available) and other relevant documents filed with the SEC from the SEC's website at http://www.sec.gov and with Canadian regulatory authorities from SEDAR at http://www.sedar.com. Shareholders of Timberline will also be able to obtain a free-of-charge copy of the proxy statement and other relevant documents (when available) by directing a request by mail or telephone to Timberline Resources Corp., 101 E. Lakeside, Coeur d'Alene, Idaho 83814 or (208) 664-4859, or from Timberline's website, www.timberline-resources.com. Shareholders of Wolfpack will also be able to obtain a free-of-charge copy of the information circular and other relevant documents (when available) by directing a request by mail or telephone to Wolfpack Gold Corp. at Suite 5, 5450 Riggins Court, Reno, Nevada or (775) 284-1271 or from Wolfpack's website, www.wolfpackgold.com.

None of the securities anticipated to be issued pursuant to the Arrangement have been or will be registered under the Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws, and are anticipated to be issued in reliance upon available exemptions from such registration requirements under 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.

Forward-looking Statements

Statements contained herein that are not based upon current or historical fact are forward-looking in nature and constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements reflect the Company's expectations about its future operating results, performance and opportunities that involve substantial risks and uncertainties. These statements include but are not limited to statements regarding the development of the Company's Butte Highlands project, the timing and completion of the Arrangement, approval of the Arrangement by the court and shareholders of Timberline and Wolfpack, board and management composition following the Wolfpack acquisition, the amount of funds to be acquired, the potential for enhanced value to shareholders following the acquisition of a Wolfpack subsidiary and potential development and production of the properties of the combined company and other such similar statements. When used herein, the words "anticipate," "believe," "estimate," "upcoming," "plan," "target", "intend" and "expect" and similar expressions, as they relate to Timberline Resources Corp., its subsidiaries, or its management, are intended to identify such forward-looking statements. These forward-looking statements are based on information currently available to the Company and are subject to a number of risks, uncertainties, and other factors that could cause the Company's actual results, performance, prospects, and opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, risks related to the timing and completion of the proposed transaction with Wolfpack Gold, unsatisfactory results of due diligence, the receipt of a superior proposal by one of the parties, failure to receive necessary regulatory or shareholder approvals, risks and uncertainties related to mineral estimates, risks related to the inherently dangerous activity of mining, and other such factors, including risk factors discussed in the Company's Annual Report on Form 10-K for the year ended September 30, 2013. Except as required by Federal Securities law, the Company does not undertake any obligation to release publicly any revisions to any 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.

Contact

Timberline Resources Corp.
Paul Dircksen
CEO
208.664.4859

Dieser Artikel stammt von Rohstoff-Welt.de
Die URL für diesen Artikel lautet:
https://www.rohstoff-welt.de/news/172965--Timberline-Resources-and-Wolfpack-Gold-Complete-the-Definitive-Agreement-for-Timberline-to-Acquire-Assets-of-

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 Rohstoff-Welt.de -1999-2026. Es gelten unsere AGB und Datenschutzrichtlinen.