

Roll-Up Capital and Renntiger Resources Announce Completion of \$4.4 Million Financing in Connection with Proposed Qualifying Transaction

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CALGARY, Feb. 9, 2017 - [Roll-Up Capital Corp.](#) (TSX.V: ROL.P - the "Company" or "Roll-Up"), a capital pool company, is pleased to announce the closing by Renntiger Resources Limited ("Renntiger") of: (i) a brokered private placement of 13,333,333 subscription receipts (the "Subscription Receipts") at an issue price of \$0.30 per Subscription Receipt (the "Issue Price") for aggregate gross proceeds of approximately \$4 million (the "Brokered Offering") and (ii) a non-brokered private placement of 1,382,364 Subscription Receipts at the Issue Price for additional aggregate gross proceeds of approximately \$415,000, pursuant to the exercise of pre-existing participation rights by an existing shareholder of Renntiger (the "Non-Brokered Offering", and together with the Brokered Offering, the "Offering"). The Offering was completed in connection with a proposed plan of arrangement transaction (the "Plan of Arrangement") between Roll-Up and Renntiger, which will constitute Roll-Up's "Qualifying Transaction" (the "Transaction") on the TSX Venture Exchange (the "TSXV"). Following the completion of the Transaction, Roll-Up is referred to herein as the "Resulting Issuer", and pursuant to the Transaction, all of the securities of Renntiger will be exchanged for, or will entitle the holders thereof to receive, securities of the Resulting Issuer.

Each Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, and, subject to adjustment, one unit of Renntiger (a "Unit"), upon satisfaction or waiver of the Escrow Release Conditions prior to the Escrow Deadline (each as defined below). Each Unit is comprised of one common share of Renntiger (a "Unit Share") and one-half of one common share purchase warrant of Renntiger (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of Renntiger (a "Warrant Share") at a price of \$0.60 per Warrant Share for a period of 24 months following the date of completion of the Transaction.

The Brokered Offering was completed by GMP Securities L.P. and PI Financial Corp., as co-lead agents (the "Agents"). As consideration for their participation in the Brokered Offering, Renntiger has agreed to pay the Agents a cash commission equal to 7% of the gross proceeds of the Brokered Offering. The Agents' cash commission plus a pro rata portion of interest accrued thereon will only be released to the Agents upon satisfaction or waiver of the Escrow Release Conditions. As additional consideration, Renntiger has issued on the date hereof a total of 933,333 compensation options to the Agents. Each such compensation option will entitle the Agents to purchase one common share of Renntiger at the Issue Price for a period of 24 months following the completion of the Transaction.

The gross proceeds of the Offering (less the Agents' expenses incurred in connection with the Brokered Offering) have been deposited into escrow (the "Escrowed Funds") and will only be released to Renntiger upon satisfaction of the following conditions (together, the "Escrow Release Conditions") on or before 5:00 p.m. (Toronto time) on March 31, 2017 (the "Escrow Deadline"): (i) the completion or satisfaction of all conditions precedent to the Transaction, to the satisfaction of the Agents; (ii) the receipt of all required shareholder and regulatory approvals, including, without limitation, the conditional approval of the TSXV for the Transaction; (iii) the receipt by the Agents of an opinion of counsel to Renntiger that upon issuance of the Units and completion of the Transaction, the securities of the Resulting Issuer issued in exchange for or in lieu of the securities of Renntiger will not be subject to any statutory or other hold period in Canada, subject to any conditions imposed under Section 2.6 of National Instrument 45-102; and (iv) Renntiger and the Agents, having delivered a joint notice and direction to the escrow agent confirming that the conditions set forth above, have been met or waived.

If (i) the Escrow Release Conditions are not satisfied on or before the Escrow Deadline, or (ii) prior to the Escrow Deadline, Renntiger advises the Agents or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Escrowed Funds (plus accrued interest earned thereon) shall be returned to the holders of the Subscription Receipts on a pro rata basis, and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the Escrowed Funds (plus accrued interest) are not sufficient to refund the aggregate Issue Price paid by the holders of the Subscription Receipts, Renntiger will be responsible and liable to contribute such amounts as are necessary to satisfy any shortfall.

Upon escrow release to Renntiger, the net proceeds of the Offering (together with any pro rata portion of interest earned thereon) will be applied by the Resulting Issuer for the exploration and development of the Bonita copper and gold project in Nevada and for general corporate purposes.

All of the securities issued pursuant to the Offering are subject to an indefinite hold period under applicable securities laws in Canada. However, upon completion of the Transaction, the securities of the Resulting Issuer issued in exchange for or in lieu of the securities of Renntiger will no longer be subject to such hold period and the common shares of the Resulting Issuer will be listed and immediately tradeable on the TSXV.

This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Qualifying Transaction Update

Further to Roll-Up's press release of January 5, 2017, Roll-Up provides the following update on the Transaction:

On January 17, 2017, Renntiger's shareholders approved the Plan of Arrangement. Renntiger intends to seek final Court approval of the Plan of Arrangement on or about February 14, 2017. Roll-Up has filed a draft Filing Statement with the TSXV. Roll-Up and Renntiger continue to work together to obtain TSXV acceptance of the Transaction as soon as possible.

On February 8, 2017, Roll-Up and Renntiger amended the arrangement agreement dated December 9, 2016, as amended on January 5, 2017, to reflect certain changes to the Offering as originally contemplated, namely an increase in the Brokered Offering and the addition of the Warrant, and entered into an amended and restated arrangement (the "Amended and Restated Arrangement Agreement"). The parties anticipate that the Transaction, which still remains subject to approval by the TSXV, will be completed prior to the Escrow Deadline. For further details on the Transaction please see Roll-Up's press releases dated December 9, 2016, December 12, 2016 and January 5, 2017. The Amended and Restated Arrangement Agreement is available on SEDAR under Roll-Up's profile.

About Roll-Up Capital Corp.

Roll-Up is a capital pool company that completed its initial public offering and obtained a listing on the TSXV in September 2015 (trading symbol: "ROL.P"). Prior to entering into the arrangement agreement with Renntiger, Roll-Up did not carry on any active business activity other than reviewing potential transactions that would qualify as Roll-Up's Qualifying Transaction.

About Renntiger Resources Ltd.

All information in this press release relating to Renntiger is the sole responsibility of Renntiger. Management of Roll-Up has not independently reviewed this disclosure nor has Roll-Up's management hired any third party consultants or contractors to verify such information.

Renntiger is a private junior mineral exploration company, formed in 2010 and registered in British Columbia, with a wholly owned subsidiary, Renntiger Resources USA Ltd., registered in Nevada. Renntiger is based in Vancouver, BC. Michael Gunning (Ph.D., P.Geo.) and Darrin Wagner (M.Sc., P.Geo.) are the founders and principals of Renntiger and bring over 50 years of combined industry experience to the company.

Renntiger has been active since 2012. It has raised approximately C\$3,200,000 in the past four years. The focus is early-stage copper and gold exploration in the western United States, namely Nevada. Renntiger holds 100% interests in properties in Humboldt County, Mineral County and Nye County. Working capital is currently around C\$600,000, and exploration is ongoing on its core asset, the Bonita Property. Renntiger plans to drill test numerous and distinct porphyry copper targets on the Bonita property in 2017, in accordance to the recommended work programs and budgets in an independent technical report completed on the property in 2015.

Cautionary Note

As noted above, completion of the Transaction is subject to a number of conditions including, without

limitation, the satisfaction or waiver of the Escrow Release Conditions, approval of the TSXV, final approval of the court and the completion of various corporate actions (a consolidation and continuation) by Roll-Up. Where applicable, the Transaction cannot close until the required approvals have been 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 continuous disclosure documents containing full, true and plain disclosure regarding the Transaction, required to be filed with the securities regulatory authorities having jurisdiction over the affairs of the Company, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. The trading in the securities of Roll-Up on the TSXV was halted on December 9, 2016, and if reinstated prior to completion of the Transaction, should be considered highly speculative.

ON BEHALF OF THE BOARD OF DIRECTORS:

Michael G. Thomson,
President, Chief Executive Officer, Chief Financial Officer and Director

Disclaimer for Forward-Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect Roll-Up's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release include information relating to the business plans of Roll-Up and Renntiger, the Offering, the Escrow Release Conditions and the Qualifying Transaction. Such statements and information reflect the current view of Roll-Up. Risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our 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:

- there is no assurance that the Escrow Release Conditions will be satisfied or waived;*
- there is no assurance that Roll-Up and Renntiger will obtain all requisite approvals for the Transaction, including the approval of the TSXV for the Transaction (which may be conditional upon amendments to the terms of the Transaction) or court approval of the Transaction;*
- following completion of the Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations; financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer;*
- new laws or regulations could adversely affect the Resulting Issuer's business and results of operations; and*
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.*

There are a number of important factors that could cause Resulting Issuer's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: currency fluctuations; limited business history of the Resulting Issuer; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs and expenses; fluctuations in commodity prices; and general market and industry conditions.

Roll-Up cautions that the foregoing list of material factors is not exhaustive. When relying on Roll-Up's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Roll-Up has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and

information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF ROLL-UP AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE ROLL-UP MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this press release.

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 press release.

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