

# Tailwind Capital Corporation: Announces Proposed Qualifying Transaction

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CALGARY, Sept. 21, 2018 - [Tailwind Capital Corporation](#) ("Tailwind") (TSX Venture: TW.P) is pleased to announce details concerning its proposed arm's length qualifying transaction involving a proposed business combination with Synergy Disc Replacement Inc. ("Synergy"), a private company incorporated under the laws of the Province of Ontario.

Synergy is a Canadian based medical device company that provides innovative solutions to treat degenerative disc disease of the cervical spine. Synergy's patented flagship technology, Synergy Disc®, is a third generation cervical disc replacement prosthesis that restores natural motion, while also restoring natural alignment. This unique feature of the Synergy Disc® solves a major clinical issue that current cervical discs on the market see with loss of alignment or unpredictable alignment. In addition, the restoration of alignment feature allows the Synergy Disc® to potentially treat patients with a straight spine or slight deformity, which surgeons are not comfortable treating with other discs available on the market. Accordingly, the addressable patient population for the Synergy Disc® could be almost double that of the current cervical total disc replacement market. The Synergy Disc® is CE-marked and is currently being sold across Europe and Australia.

Tailwind has entered into a non-binding Letter of Intent with Synergy dated September 21, 2018 (the "LOI") pursuant to which Tailwind and Synergy intend to complete a business combination (the "Transaction") to form a new company ("Newco") called "SDRi Surgical Solutions Inc.". Pursuant to the proposed Transaction, (i) the issued and outstanding common shares of Synergy (the "Synergy Common Shares"), collectively having a deemed value of USD\$45,000,000, will be exchanged for an aggregate of 23,164,376 common shares of Newco, having a deemed value of USD\$45,000,000 (the "Newco Common Shares"); (ii) the outstanding options to acquire 1,567,719 Synergy Common Shares will be exchanged for replacement stock options issued by Newco with the same terms; (iii) each nine and nine-tenths (9.9) issued and outstanding common shares of Tailwind (the "Tailwind Common Shares") will be exchanged for one (1) Newco Common Share; and (iv) each nine-tenths (9.9) outstanding stock options and agents' options of Tailwind will be exchanged for one stock option or agents' option of Newco exercisable at \$0.99 per share.

It is intended that the Transaction, when completed, will constitute Tailwind's "Qualifying Transaction" in accordance with Policy 2.4 of the TSX Venture Exchange (the "Exchange"). A more comprehensive news release will be issued by Tailwind disclosing details of the Transaction, including financial information respecting Synergy, the names and backgrounds of all persons who will constitute insiders of Newco, and information respecting sponsorship, once an agreement has been finalized and certain conditions have been met, including:

- i) approval of the Transaction by Tailwind's Board of Directors;
- ii) satisfactory completion of due diligence; and
- iii) execution of the definitive agreement.

Shareholder approval is not required with respect to the Transaction under the rules of the Exchange. However, the structure of the Transaction has not yet been finalized so shareholder approval under corporate law may be required. In the event a final agreement is not reached, Tailwind will notify shareholders. Trading in the common shares of Tailwind has been halted and is not expected to resume trading until the Transaction is completed or until the Exchange receives the requisite documentation to resume trading. If the Transaction is completed Tailwind expects to be listed on the Exchange as a technology issuer.

## Summary of the Proposed Qualifying Transaction

Pursuant to the LOI, and subject to the terms and conditions thereof, Tailwind and Synergy have agreed to complete the Transaction to form Newco.

Pursuant to the LOI, the parties have agreed to use their "commercially reasonable efforts" to cause Synergy

to complete a private placement (the "Synergy Private Placement") of Synergy Common Shares or subscription receipts exercisable into Synergy Common Shares (the "Subscription Receipts") at a price per Synergy Common Share to be determined after consultation with prospective agents for the Synergy Private Placement (the "Agents"). It is intended that the minimum gross proceeds of the Synergy Private Placement will be \$4,000,000 and that the Agents will be paid a cash commission and will be granted broker warrants. Further particulars of the Synergy Private Placement will be disseminated in a press release to be issued upon finalization of consultation with prospective Agents. The parties have agreed that the proceeds from the Synergy Private Placement will be held in trust pending closing of the Transaction.

### **Forward Looking Information**

*Statements in this press release regarding Tailwind's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties, such as terms and completion of the proposed transaction. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of a binding definitive agreement relating to the Transaction, Exchange acceptance and if applicable pursuant to Exchange 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 TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.*

### **For further information, please contact:**

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*Neither 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 news release.*

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