

# OG DNA Genetics Inc. and Generic Gold Corp. Announce Proposed Reverse Takeover

25.03.2019 | [Newsfile](#)

Toronto, March 25, 2019 - OG DNA Genetics Inc. ("DNA"), a globally recognized leading cannabis brand, and [Generic Gold Corp.](#) (CSE: GGC) (FSE: 1WD) ("Generic Gold") announced today that they have entered into a letter of intent (the "Letter Agreement") pursuant to which, among other things, DNA proposes to complete a reverse take-over of Generic Gold (the "Proposed Transaction") and the securityholders of DNA will hold substantially all of the outstanding securities of Generic Gold following the Proposed Transaction (the "Resulting Issuer").

"This is an important milestone for DNA, as we continue to expand the breadth and scope of our business from both a product and geographic perspective," said Charles Phillips, CEO of OG DNA Genetics. "This transaction will help us to further build our brand and take advantage of opportunities to bring our expertise in genetics and high quality standards to new and expanded markets."

## Details of the Proposed Transaction

It is anticipated that the Proposed Transaction will be structured as a three-cornered amalgamation that will result in Generic Gold acquiring all of the issued and outstanding securities of DNA. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Generic Gold and DNA.

Pursuant to the Letter Agreement, and upon the satisfaction or waiver of the conditions set out therein, the following, among other things, will be completed in connection with the consummation of the Proposed Transaction:

- the execution of a definitive agreement between Generic Gold and DNA and related transaction documents;
- Generic Gold will continue from the Province of Ontario into the Province of British Columbia and will: (i) effect a capital restructuring (the "Restructuring") to (A) create a class of proportionate voting or restricted voting shares having the same economic power (on an as-converted basis) as the issued and outstanding common shares ("Generic Gold Shares"), and (B) consolidate the Generic Gold Shares; (ii) approve the adoption of Articles under the Business Corporations Act (British Columbia) which will effect the Restructuring; (iii) change its name; (iv) appoint MNP LLP as auditors of Resulting Issuer; and (v) approve a new equity compensation plan (collectively, all of the foregoing are referred to as the "Shareholder Approval Matters"). Pursuant to the Restructuring, the authorized share capital of the Resulting Issuer will be amended to consist of an unlimited number of common shares and a specified number of proportionate voting or restricted voting shares of the Resulting Issuer, with such rights privileges, restrictions and conditions as may be determined by board of directors of DNA;
- Generic Gold shall settle its outstanding indebtedness for the purpose of reducing the liabilities of Generic Gold (the "Liability Reduction"), such that immediately prior to closing the Proposed Transaction, the aggregate liabilities of Generic Gold shall be limited to certain expenses incurred in connection with the Proposed Transaction;
- all outstanding stock options to acquire Generic Gold Shares (the "Generic Gold Stock Options"), common share purchase warrants outstanding to acquire Generic Gold Shares (the "Generic Gold Warrants") and finder warrants outstanding to acquire Generic Gold Shares and Generic Gold Warrants (the "Generic Gold Finders Warrants") will be exercised to acquire Generic Gold Shares or will be terminated without any payment of consideration therefor immediately prior to closing the Proposed Transaction;

- all outstanding common shares of DNA (the "DNA Shares"), common share purchase warrants outstanding to acquire DNA Shares and all securities convertible into DNA Shares shall be exchanged for replacement securities of the Resulting Issuer, one-for-one on a post-consolidation basis, exercisable in accordance with their terms; and
- the board of directors and management of the Resulting Issuer will be replaced with nominees of DNA.

The Proposed Transaction is subject to the conditions set out in the Letter Agreement, including obtaining the requisite approval of DNA's and Generic Gold's securityholders.

Generic Gold has entered into an Option and Right of First Refusal Agreement with [Nevada Zinc Corp.](#) ("Nevada Zinc"), dated March 14, 2019, whereby Nevada Zinc may purchase the shares of the company affiliated to Generic Gold that holds Generic Gold's Yukon properties (see the Company's press release dated June 29, 2017) (the "Yukon Subsidiary") during the period ending March 14, 2020 at a cost of \$200,000. The purchase price may be paid in either cash or shares of Nevada Zinc at the discretion of the Company. In addition, the Company has a right of first refusal expiring March 14, 2021 with regard to the sale of the Yukon properties owned by Generic Gold or its affiliates. Prior to the closing of the Proposed Transaction, Generic Gold shall also sell all of the issued and outstanding shares in the capital of the Yukon Subsidiary subject to the agreement with Nevada Zinc.

It is anticipated that immediately following the completion of the Proposed Transaction, the only shareholders that will hold greater than 10% of the issued and outstanding shares of the Resulting Issuer will be Don Morris and Aaron Yarkoni, each of whom is anticipated to be a director and senior officer of the Resulting Issuer.

Pursuant to the Proposed Transaction, the Generic Gold securityholders, immediately prior to the completion of the Proposed Transaction and following the Restructuring, will hold 1,000,000 Generic Gold Common Shares, post-consolidation and after the conversion of all outstanding convertible or exchangeable indebtedness and securities, including the Generic Gold Stock Options, the Generic Gold Warrants and the Generic Gold Finder Warrants.

Further details of the Proposed Transaction will be included in subsequent news releases and disclosure documents to be filed by Generic Gold in connection with the Proposed Transaction. It is anticipated that a shareholder meeting of Generic Gold to approve all required matters in connection with the closing of the Proposed Transaction will take place in the second quarter of 2019.

Trading in the Generic Gold Shares was halted by the Canadian Securities Exchange on March 25, 2019. Pending completion of the Proposed Transaction, it is expected that the Generic Gold Shares will remain halted for trading.

## Management and Organization

Following the closing of the Proposed Transaction, it is anticipated that the Resulting Issuer will be led by Charles Phillips, Chief Executive Officer, Don Morris, Chief Cannabis Officer and Aaron Yarkoni, Chief Research Officer. The Resulting Issuer's board of directors (the "Board") is expected to be comprised of seven representatives, all of whom will be nominated by DNA.

## Listing

It is anticipated that Generic Gold will maintain the listing of the Generic Gold Shares on the Canadian Securities Exchange (the "CSE") following completion of the Proposed Transaction. The Proposed Transaction represents a Fundamental Change as defined in the policies of the CSE, and will be subject to CSE and shareholder approval. Listing of the Resulting Issuer will be subject to CSE approval.

## About DNA Genetics

DNA was rooted in Los Angeles and founded in Amsterdam in 2004 by Don Morris and Aaron Yarkoni. Over

the last decade, DNA has built and curated a seasoned genetic library and developed proven standard operating procedures for genetic selection, breeding, and cultivation. In a world that is increasingly opening up to commercial cannabis activity, DNA is positioned to become the first, truly geographically-diversified company with multiple partnerships with top-licensed producers and brands that have built their companies and global presence utilizing the "Powered by DNA" model. For more information, please visit [www.dnagenetics.com](http://www.dnagenetics.com).

#### About Generic Gold

Generic Gold is a Canadian mineral exploration company focused on gold projects in the Tintina Gold Belt in the Yukon Territory of Canada. The Company's exploration portfolio consists of nine projects with a total land position of 37,877 hectares, all of which are 100% owned by Generic Gold. For information on the Company's property portfolio, visit the Company's website at [genericgold.ca](http://genericgold.ca).

For further information please contact:

OG DNA Genetics Inc.

Rezwan Khan, Director of Business Development  
[Rezwan@dnagenetics.com](mailto:Rezwan@dnagenetics.com)

Generic Gold Corp.

Kelly Malcolm, President, CEO, and Director  
Telephone: +1 (647) 299-1153  
[kmalcolm@genericgold.ca](mailto:kmalcolm@genericgold.ca)

As noted above, completion of the Proposed Transaction is subject to a number of conditions; however, there can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular of Generic Gold or the listing statement of the Resulting Issuer to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

Neither the Canadian Securities Exchange nor any securities regulatory authority has in any way passed upon the merits of the Proposed Transaction nor accepts responsibility for the adequacy or accuracy of this news release.

#### Forward-Looking Information and Statements

This press release contains certain "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only Generic Gold's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Generic Gold's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for completing the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, expectations as to economic,

business, and/or competitive factors.

By identifying such information and statements in this manner, Generic Gold is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Generic Gold to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, Generic Gold has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to consummate the Proposed Transaction; the ability to obtain requisite regulatory and securityholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although Generic Gold believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and Generic Gold does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward- looking information and statements attributable to Generic Gold or persons acting on its behalf is expressly qualified in its entirety by this notice.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATION SERVICES PROVIDER ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/43650>

---

Dieser Artikel stammt von [Rohstoff-Welt.de](https://www.rohstoff-welt.de)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/322299--OG-DNA-Genetics-Inc.-and-Generic-Gold-Corp.-Announce-Proposed-Reverse-Takeover.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 Rohstoff-Welt.de -1999-2026. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).