

Big Dougie Capital Corp. Enters into Definitive Agreement for Qualifying Transaction

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CALGARY, August 28, 2020 - [Big Dougie Capital Corp.](#) ("Big Dougie") (TSXV:STUV.P) is pleased to announce that, further to its news release dated March 27, 2020, it has entered into a definitive share exchange agreement dated May 28, 2020 (the "Share Exchange Agreement") with Compania Minera Auberon SpA ("Auberon") and Inversiones Romelio SpA ("Romelio", and together with Auberon, the "Andina Unitholders") pursuant to which Big Dougie will, subject to certain conditions, acquire all of the issued and outstanding units (the "Andina Units") of Compania Recursos Andina Limitada ("Andina"). The transaction (the "Qualifying Transaction") is intended to constitute Big Dougie's "Qualifying Transaction" (within the meaning of Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange (the "Exchange")).

About Andina

Andina is a private limited partnership formed under the laws of Chile on December 20, 2019 and is engaged in the acquisition, exploration and evaluation of mineral properties.

Andina owns a 100% interest in the exploration-stage Coba Southwest Project, located approximately 55 kilometres north-northwest of Vallenar in the Atacama Region (Region III), Chile. The Coba Southwest Project is accessible by road and consists of three (3) exploration claims and four (4) exploitation claims totaling 820 hectares. A technical report in support of the Coba Southwest Project was prepared by Eric L. Hanson, P. Geo, an independent "Qualified Person" within the meaning of National Instrument 43-101 and will be filed on SEDAR within 45 days from the date of this news release.

As of the date hereof, there are 100 Andina Units outstanding and held entirely by the Andina Unitholders. Auberon, a corporation registered under the laws of Chile and controlled by Gert Karl Ellard Zelanuela, a resident of Chépica Abajo, Chile, holds 60 Andina Units and Romelio, a corporation registered under the laws of Chile and controlled by Cecilia Alday Araya, a resident of Santiago, Chile, holds 40 Andina Units. Therefore, Auberon and Romelio each own, control or direct 10% or more of the outstanding Andina Units.

Terms of the Proposed Qualifying Transaction

Pursuant to the Share Exchange Agreement, Big Dougie will acquire all of the Andina Units from the Andina Unitholders in exchange for the payment by Big Dougie of USD \$500,000 and the issuance of an aggregate 50,000,000 common shares of Big Dougie (each, a "Big Dougie Common Share") at a deemed price of \$0.055 per share. Further to its news release dated March 27, 2020, Al Kroontje, a director and insider of Big Dougie, advanced to Andina a non-refundable deposit of USD \$250,000 (the "Deposit"). Big Dougie did not advance any funds towards the Deposit and in the event the Qualifying Transaction does not close, Big Dougie shall not, in accordance with the policies of the Exchange, repay any of the Deposit to Mr. Kroontje.

At closing of the Qualifying Transaction, Andina will be wholly owned by Big Dougie. Completion of the proposed Qualifying Transaction is subject to, among other things, receipt of all necessary regulatory approvals.

As the proposed Qualifying Transaction is not a "Non-Arm's Length Qualifying Transaction" (within the meaning of Policy 2.4 of the Exchange), the Share Exchange Agreement does not require approval of the shareholders of Big Dougie (the "Big Dougie Shareholders"). Upon completion of the Qualifying Transaction, it is expected that Big Dougie will be a Tier 2 mining issuer pursuant to the policies of the Exchange.

Private Placement

Prior to or in conjunction with the completion of the Qualifying Transaction, Big Dougie is expected to complete a non-brokered private placement of up to 22,000,000 Big Dougie Common Shares at a price of \$0.055 per Big Dougie Common Share (the "Offering Price") for aggregate gross proceeds to Big Dougie of up to \$1,210,000 (the "Private Placement").

In connection with the Private Placement, BDC, in its discretion, may pay a cash commission of up to 7% of

the gross proceeds from the sale of BDC Common Shares and issue such number of broker warrants ("BDC Broker Warrants") that is equal to up to 7% of the number of BDC Common Shares sold pursuant to the Private Placement. Each BDC Broker Warrant will entitle the holder to one (1) BDC Common Share and is exercisable at a price of \$0.055 per BDC Common Share for a period of 12 months from the date of issuance, subject to the requirements of the TSXV.

It is intended that the net proceeds from the Private Placement will be used for the exploration and development of the Coba Southwest Project and general working capital following completion of the Qualifying Transaction.

Conditions to Completion of the Qualifying Transaction

Completion of the proposed Qualifying Transaction is subject to a number of conditions precedent, including, but not limited to, (i) acceptance by the Exchange and receipt of other applicable regulatory approvals; and (ii) completion of the Private Placement. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Big Dougie intends to apply to the Exchange for an exemption from the sponsorship requirements for the Qualifying Transaction based upon the exemptions available in Exchange policies.

Proposed Directors and Senior Management Team

Upon the closing of the Qualifying Transaction, it is anticipated that Al Kroontje, Dale Burstall, Terence Walker and Jeff Graw will constitute the Board of Directors of Big Dougie. It is also anticipated that the new senior management team of Big Dougie will be comprised of Al Kroontje (Chief Executive Officer and Corporate Secretary), Terence Walker (Vice-President Exploration) and Jana Lillies (Chief Financial Officer).

The following are brief resumes of the currently proposed directors and officers of Big Dougie following the Qualifying Transaction:

Al Kroontje, Chief Executive Officer, Corporate Secretary and Director

Mr. Kroontje is the President of Tailwind Capital Partners Inc. and has been involved with numerous corporate start-ups and corporate restructurings. Mr. Kroontje holds a Bachelor of Science degree (Chemical Engineering) from the University of Waterloo, Ontario. Mr. Kroontje also holds a P. Eng. designation from the Association of Professional Engineers and Geologists of Alberta but is currently a non-practicing engineer.

Mr. Kroontje currently or in the past has served as a Director and Officer of several public companies listed on the TSX, the Exchange or the NEX board of the Exchange.

Dale Burstall, Director

Mr. Burstall practices in the area of commercial law with an emphasis on securities law. Mr. Burstall's practice includes all aspects of securities law from both the perspective of an issuer or an underwriter, including initial public offerings, secondary financing, mergers and acquisitions, all dealings with regulators including stock exchanges and securities commissions, and corporate governance. He also practices in business and corporate commercial law, including shareholder agreements, and managing shareholder disputes. Mr. Burstall is a director or secretary of several issuers, both listed and private. Mr. Burstall is also a director or trustee of charitable organizations. In addition, Mr. Burstall has in the past and continues to sit on certain advisory committees of the ASC and the Exchange.

Terence Walker, Vice-President Exploration and Director

Mr. Walker is a professional geologist with over 52 years of experience in mineral exploration in 12 countries. Mr. Walker resides in the city of La Serena, Chile. He has a BSc. (Geology) from the London School of Mines and a MSc. (Geology) from McGill University in Montreal, Quebec and holds P. Geo. from the Association of Professional Engineers and Geologists of British Columbia.

Jeff Graw, Director

Mr. Jeff M. Graw has 36 years of experience in the Geophysical Industry, starting his career with Canadian Superior Oil Ltd. in 1984 which later became Mobil Oil Canada. He was the founder and president of Spectrum Seismic Processing Ltd. in 1994 until it was sold in 2007 to the public company Divestco Inc. After working in the processing division Jeff left Divestco and joined Apoterra Seismic Processing Ltd. in 2015 as a consultant and in 2016 became a partner and president of the company.

Jana Lillies, Chief Financial Officer

Ms. Lillies is the controller for PetroFrontier Corp., an Alberta-based oil and gas company listed on the

Exchange and a former director of ChaiNode Opportunities Corp. (now Doré Copper Mining Corp.). Prior thereto, Ms. Lillies was the Chief Financial Officer of Elkwater Resources, an oil and gas company listed on the TSX Venture, from 2000 until 2014. Ms. Lillies is the Corporate Secretary of Lithium Chile Inc. and also provides accounting and administrative services through a private consulting firm in Calgary. Over the past 10 years, Ms. Lillies has been a director of several CPCs listed on Exchange that completed their Qualifying Transactions.

Ms. Lillies completed an Applied Bachelor of Business Administration Degree (Accounting) from Mount Royal University and holds a CGA, CPA designation.

Qualified Person

The technical information contained in this news release has been reviewed and approved by Eric L. Hanson, P. Geo, an independent "Qualified Person" within the meaning of National Instrument 43-101.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

ANY SECURITIES REFERRED TO HEREIN WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, (THE "1933 ACT"), OR ANY STATE SECURITIES LAW, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO A U.S. PERSON IN THE ABSENCE OF SUCH REGISTRATION OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT. NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAW.

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed Qualifying Transaction; the terms and conditions of the proposed Private Placement; use of proceeds from the Private Placement; and the business and operations of Big Dougie after the proposed Qualifying Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; the price of gold and copper; and the results of current exploration. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Big Dougie and Andina disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Completion of the Transaction is subject to a number of conditions, including but not limited to, 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 news release.

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.

Not for distribution to United States news wire services or for dissemination in the United States.

For further information, please contact:

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