

# Blackheath Resources Inc. Receives TSX-V Conditional Approval and Provides Information Regarding Share Consolidation and Name Change to Green Impact Partners Inc.

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Vancouver, May 21, 2021 - [Blackheath Resources Inc.](#) (TSXV: BHR) ("Blackheath") today announced that it has received conditional approval from the TSX Venture Exchange (the "Exchange") in respect of its previously announced transaction (the "Transaction") with Wolverine Energy and Infrastructure Inc. ("Wolverine"), pursuant to which Blackheath will acquire certain clean energy assets, renewable natural gas development projects and solids recycling facilities from Wolverine. The Transaction will constitute a Reverse Take Over of Blackheath under the policies of the Exchange and is anticipated to close on or about May 27, 2021, subject to the satisfaction or waiver of certain conditions precedent set out in the amalgamation and arrangement agreement, dated February 16, 2021, relating to the Transaction.

In addition, Blackheath wishes to remind the shareholders of Blackheath (the "Shareholders") of the previously announced consolidation (the "Consolidation") of the common shares of Blackheath (the "Blackheath Shares") and the change of Blackheath's name (the "Name Change") to "Green Impact Partners Inc." (the "Resulting Issuer").

The Consolidation and Name Change are anticipated to be given effect immediately prior to the completion of the Transaction.

Trading in the common shares of the Resulting Issuer (the "Resulting Issuer Shares") is conditional upon the completion of the Transaction. A letter of transmittal in respect of the Consolidation (the "Letter of Transmittal") was previously mailed to the Shareholders. Additional copies of the Letter of Transmittal may be obtained through Odyssey Trust Company (Telephone: (587) 885-0960 / Email: [corp.actions@odysseytrust.com](mailto:corp.actions@odysseytrust.com)) and are available on Blackheath's profile at [www.sedar.com](http://www.sedar.com) dated April 30, 2021 and noted as "Other securityholders documents - English".

In order to trade in the Resulting Issuer Shares to which a Shareholder is entitled, the Shareholder must first complete and deliver the Letter of Transmittal in accordance with the instructions set out therein.

The Resulting Issuer Shares are expected to be listed and posted for trading on the facilities of the Exchange under the symbol "GIP". The Resulting Issuer Shares CUSIP number will be 39306L102 and the new ISIN number will be CA39306L1022.

The Consolidation and the Name Change have been approved by the Board of Directors of Blackheath. In accordance with the policies of the Exchange, the Consolidation has been approved by a majority of the Shareholders by way of a written consent resolution.

Trading in Blackheath Shares was halted in accordance with the policies of the Exchange and are expected to remain halted until after completion of the Transaction, when Resulting Issuer Shares are listed and posted for trading on the Exchange.

## About Blackheath

Blackheath currently has no ongoing operations and previously operated as a junior mineral exploration company. Blackheath is listed under the trading symbol "BHR" on the Exchange. Blackheath was incorporated under the laws of British Columbia in May 2011 and was engaged in the exploration and development of mineral properties in northern Portugal, primarily for tungsten and tin. Blackheath currently has a royalty interest in the Borralha tungsten project, which is subject to an option agreement with another company.

## Further Information

For further information in respect of Blackheath, please contact Alex Langer, President and Chief Executive Officer at [alanger@blackheathresources.com](mailto:alanger@blackheathresources.com) or Investor Relations at (604) 684-3800 or [info@blackheathresources.com](mailto:info@blackheathresources.com).

### **Cautionary Statements**

*This news release contains forward-looking statements and/or forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. When used in this release, such words as "would", "will", "anticipates", "believes", "explores" and similar expressions, as they relate to Blackheath or the Resulting Issuer are intended to identify such forward-looking statements. Such forward-looking statements reflect the current views of Blackheath with respect to future events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause Blackheath's or the Resulting Issuer's actual results, performance or achievements to be materially different from any expected future results, performance or achievement that may be expressed or implied by such forward-looking statements. In particular, this news release contains or implies forward-looking statements pertaining to: the completion of and steps required in connection with the Consolidation, the Name Change and the Transaction.*

*These forward-looking statements are subject to numerous risks and uncertainties, including but not limited to: the impact of general economic conditions in Canada and the United States, including the ongoing COVID-19 pandemic; industry conditions including changes in laws and regulations including adoption of new environmental laws and regulations, and changes in how they are interpreted and enforced, in Canada and the United States; obtaining required approvals of regulatory authorities, in Canada and the United States; and other factors, many of which are beyond the control of Blackheath and the Resulting Issuer. These forward-looking statements reflect material factors, expectations and assumptions. Forward-looking statements included in this news release should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such forward-looking statements. Although the forward-looking statements contained in this document are based upon assumptions which management of Blackheath believes to be reasonable, Blackheath cannot assure investors that actual results will be consistent with these forward-looking statements.*

*The forward-looking statements contained in this release are made as of the date of this release, and except as may be expressly be required by law, Blackheath disclaims any intent, obligation or undertaking to publicly release any updates or revisions to any forward-looking statements contained herein whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.*

*This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold in the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.*

*Completion of the Transaction is subject to a number of conditions. 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 filing statement 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 Blackheath 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.*

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