

# Hansa Resources Limited Receives TSXV Conditional Approval for Reverse Takeover Transaction

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Vancouver, Sept. 26th, 2022 - [Hansa Resources Ltd.](#) (TSXV:HRL) ("Hansa" or the "Company") is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange (the "TSXV") for the closing of its proposed reverse takeover transaction (the "Transaction") with Tribeca Resources Ltd. ("Target").

As previously disclosed in the Prior News Releases (as defined below), the Company will acquire all the issued and outstanding securities of Target, pursuant to which Target will become a wholly owned subsidiary of Hansa. The Transaction will constitute an Arm's Length Transaction (as defined in the policies of the TSXV).

Prior to closing of the Transaction, the Company anticipates completing a consolidation of its issued and outstanding share capital on the basis of five (5) for one (1) (the "Consolidation"). The Company, after giving effect to the completion of the Transaction, is referred to in this news release as the "Resulting Issuer".

## Management and Board of Resulting Issuer

Upon completion of the Transaction, it is expected that the management team of the Resulting Issuer will be led by Dr. Paul Gow as Chief Executive Officer, Mr. Thomas Schmidt as President, and Mr. Nick Demare as Chief Financial Officer, each of whom will also serve on the Resulting Issuer's board of directors (the "Resulting Issuer Board"). In addition, the following persons are expected to be appointed to the Resulting Issuer Board as independent directors:

### Lisa Riley

Lisa Riley has nearly 30 years of experience in global capital markets, finance, mining advisory and government relations. Currently, she serves as an independent consultant to mining companies in addition to her work developing investment products for launch in Argentina. Prior to consulting, Ms. Riley held senior roles in equity research and institutional sales with Santander Investment, Lehman Brothers, RBC Capital Markets, and TD Securities. Lisa has served as a director to several mining companies and is currently on the board of Star Diamond Corp. (TSX: DIAM) and GFG Resources Inc. (TSXV: GFG). Ms. Riley holds a Bachelor of Arts (Honours) from the University of Toronto and is fluent in English, French and Spanish.

### Luis Tondo

Luis Albano Tondo is an experienced mining engineer with a Bachelor's degree from the Universidade Federal do Rio Grande do Sul in Brazil; an Master of Engineering Science from the University of Queensland, Australia; and a Master of Business Administration from the Fundacao Dom Cabral business school in Brazil. He has 35 years of mining experience in Latin America and is currently Managing Director of his own independent consultancy firm, LAttitude Consulting. From June 2017 to November 2021, Mr. Tondo worked with [Marimaca Copper Corp.](#) (formerly Coro Mining) (TSX: MARI) ("Marimaca") as COO and CEO, President & Director (from June 2017 to November 2021). Prior to joining Marimaca, he spent several years as Chief Operating Officer at various mid-tier copper and gold producers in Chile, Uruguay and Brazil, where he was responsible for operations, projects and business development activities. Prior to this, he spent five years developing multi-million-dollar capital projects for Kinross Gold Corporation (TSX: K) in Brazil and Chile, and 16 years in operations roles with Rio Tinto (NYSE: RIO) in Brazil. He is a Fellow of the Australasian Institute of Mining and Metallurgy, and a Qualified Person for the purposes of National Instrument 43-101- Standards of Disclosure for Mineral Projects.

## Tara Gilfillan

Tara Gilfillan is a Chartered Professional Accountant (CPA) with over 25 years of experience as a financial executive and serial entrepreneur. She is currently the Founder and President of Optimize Group Inc., a mine-to-mill project development engineering company with offices in three continents. Ms. Gilfillan is currently a director of US Gold Corp. (NASDAQ: USAU), a Nasdaq-listed exploration and development company, and a director of privately held Minera Cobre Colombia SAS. Ms. Gilfillan has held numerous executive positions, including CFO and Controller of several mining companies; CFO and interim CEO of a global engineering consulting company; co-founder of an engineering company; and senior executive positions outside of the mining industry. Ms. Gilfillan is a certified Independent Corporate Director (ICD.D) with over 10 years of board experience, including Chairperson and Chair of the audit committee of two gold junior mining companies, director of a global engineering company as well as several non-profit industry boards. Ms. Gilfillan is experienced in financial turnarounds, acquisitions, valuations, risk reviews, corporate governance, business and tax strategy, project development, international operations, marketing, and financial reporting for privately held and public companies (US & Canada). She gained her CPA while working at PricewaterhouseCoopers and received a Bachelor of Commerce from Queens University, Ontario, Canada.

## Filing Statement

In accordance with the requirements of the TSXV, a filing statement (the "Filing Statement") in respect of the Transaction will be filed under the Company's issuer profile on SEDAR.

## Closing Conditions

The completion of the Transaction is subject to a number of conditions, including, but not limited to, closing conditions customary to a transaction of the nature of the proposed Transaction, including those described in the Filing Statement.

## Stock Symbol and TSXV Bulletin

Upon completion of the proposed Transaction, the Company is expected to be listed on the TSXV as a Tier 2 mining issuer under the name "Tribeca Resources Corporation" and under the ticker symbol "TRBC". Issuance of the Final Exchange Bulletin, and the resumption of trading in the Company's shares on the Exchange, remains subject to the completing of customary filings required by the policies of the TSXV.

## Further Information

For further details on the Transaction please refer to the Company's news releases dated July 14, 2021, October 21, 2021 and June 29, 2022 (the "Prior News Releases").

ON BEHALF OF THE BOARD,

"Robert G. Atkinson"  
Robert G. Atkinson, Interim CEO and Director

For further information, please contact:

[Hansa Resources Ltd.](#)

Nick Demare, Chief Financial Officer and Corporate Secretary  
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## Cautionary Note

Neither the TSXV nor its Regulation Services Provider (as that term is defined in policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance. 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 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 TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

## Forward Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect Hansa'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 Transaction (including TSXV approval and the closing of the Transaction), the proposed director and officer changes of the Resulting Issuer, the proposed Consolidation, the proposed name change of the Resulting Issuer and the Company's expectation of filing a filing statement in connection with the Transaction.

Such statements and information reflect the current view of Hansa. 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 Hansa and Target will obtain all requisite approvals for the Transaction, including the final approval of the TSXV;
- 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 the Resulting Issuer's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: limited business history of Target; the risk that future results of operation of Target do not meet expectations, disruptions or changes in the credit or security markets; results of operation activities; unanticipated costs and expenses, and general market and industry conditions.

Hansa cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's

forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Hansa 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 Hansa 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 Hansa may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.

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