

# United Hunter Oil & Gas Corp. Announces Mailing of Circular and Updates Regarding Securityholder Meeting and Transaction With Bocana Resources Ltd.

08.10.2022 | [GlobeNewswire](#)

CALGARY, Oct. 07, 2022 - [United Hunter Oil & Gas Corp.](#) (the "Corporation" or "UHO") (TSXV: UHO) announced today that a joint information circular (the "Circular") and other materials (the "Meeting Materials") will be mailed to the holders of the Corporation's common shares ("UHO Shares"), in connection with the previously announced meeting of the shareholders of UHO ("UHO Shareholders") scheduled to be held on November 4, 2022 at 10:00 a.m. (Calgary time) (the "UHO Meeting"), to approve the amalgamation (the "Amalgamation") as previously announced and agreed to pursuant to the amalgamation agreement dated March 26, 2021, as amended (the "Amalgamation Agreement") between the Corporation, and Bocana Resources Ltd. ("Bocana"). Upon completion of the Amalgamation, the resulting issuer will be known as "Bocana Resources Corp." (the "Resulting Issuer") and the Resulting Issuer will continue the business of Bocana.

The meeting of shareholders of Bocana ("Bocana Shareholders") is also scheduled to be held on November 4, 2022, immediately after the UHO Meeting, at 10:30 a.m. (Calgary time) (the "Bocana Meeting"), to approve the Amalgamation on behalf of Bocana Shareholders.

## The Amalgamation

As previously announced by the Corporation in its March 26, 2021 news release, if the Amalgamation is completed, then under the terms of the Amalgamation:

- a) each holder of common shares of Bocana ("Bocana Shares") shall exchange their Bocana Shares for common shares in the capital of the Resulting Issuer ("Resulting Issuer Common Shares") on the basis of one (1) fully paid and non-assessable Resulting Issuer Common Share for every one (1) Bocana Share held, for a deemed price of \$0.10 per Bocana Share;
- b) Each holder of UHO Shares shall exchange their UHO Shares for common shares in the capital of the Resulting Issuer on the basis of one (1) fully paid and non-assessable Resulting Issuer Common Share for every 1.6877 UHO Shares currently held, for a deemed price of approximately \$0.06 per UHO Share and \$0.10 per Resulting Issuer Share;
- c) The outstanding UHO options and warrants to purchase common shares shall be exchanged on the same basis as the UHO Shares; and
- d) The outstanding Bocana warrants to purchase common shares shall be exchanged on the same basis as the Bocana Shares.

The Amalgamation was approved by the board of directors of the Corporation and the Corporation's board of directors recommends that shareholders vote in favour of the Amalgamation.

## The Meetings

The UHO Meeting is scheduled to be held at Suite 800, 333 - 7<sup>th</sup> Avenue S.W., Calgary, AB, T2P 2Z1, at 10:00 a.m. (Calgary time) on November 4, 2022. Shareholders that wish to listen to the UHO Meeting online

can attend by dialing into 1 (844) 511-2074, ID: 223-367-340. The record date (the "Record Date") for the Meeting was established as the close of business on October 3, 2022. Shareholders at the Record Date will be entitled to vote on the Amalgamation on the basis of one vote per each UHO Share held as of the Record Date. The Circular provides important and detailed instructions about how to participate at the UHO Meeting.

To be approved at the UHO Meeting, the Amalgamation requires the affirmative vote of at least 66 <sup>2</sup>/<sub>3</sub>% of the votes cast at the Meeting, whether in person or by proxy, by the holders of UHO Shares.

The deadline for UHO Shareholders to submit their proxies or voting instructions in order to vote on the Arrangement is 10:00 a.m. (Calgary time) on November 2, 2022.

The Bocana Meeting will be held immediately after the UHO Meeting at the same location.

Any questions or requests for further information regarding voting at the UHO Meeting should be directed to the Corporation at: [info@unitedhunteroil.com](mailto:info@unitedhunteroil.com)

#### Information Circular

The Circular contains, among other things, information regarding procedures for voting on the Amalgamation, as well as other background and material information regarding the Amalgamation and the Amalgamation Agreement. In addition to being mailed to UHO Shareholders, the Circular and Materials will also be available as follows:

Under UHO's SEDAR profile at: [www.sedar.com](http://www.sedar.com).

Any questions or requests for further information regarding voting at the UHO Meeting should be directed to the Corporation at: [Info@unitedhunteroil.com](mailto:Info@unitedhunteroil.com)

#### Voting your Securities

Any registered Shareholder who would like to attend the UHO Meeting can join physically at Suite 800, 333 - 7<sup>th</sup> Avenue S.W., Calgary, AB, T2P 2Z1 or can listen to the meeting by dialing: 1 (844) 511-2074, ID: 223-367-340. Shareholders who hold their securities through a broker or other nominee who holds securities (an "Intermediary") should follow the instructions provided by their Intermediary to vote their securities.

#### Key Dates

The key dates for the above items described above are, or are expected to be, the following:

1. November 4, 2022: The UHO Meeting will be held at 10:00 a.m. (Calgary time). The Bocana Meeting will be held at 10: 30 a.m. (Calgary time)
2. On or about November 8, 2022: If the Amalgamation is approved by both UHO Shareholders and Bocana Shareholders, the TSX Venture Exchange ("TSXV") has approved the Amalgamation, and the continuance of both UHO and Bocana have been completed, the steps as set out in the Amalgamation Agreement will occur in the order and times as set out in the Amalgamation Agreement.

For more Information, please contact:

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#### Forward-Looking Information and Disclaimers

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. The Exchange has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the content of this press release.*

Certain information contained in this press release may contain forward looking statements within the meaning of applicable securities laws. The use of any of the words "continue", "plan", "propose", "would", "will", "believe", "expect", "position", "anticipate", "improve", "enhance" and similar expressions are intended to identify forward-looking statements. More particularly and without limitation, this document contains forward-looking statements concerning: the key terms of the Amalgamation and the effect of its implementation on holders of UHO Shares, UHO options and UHO warrants and the Corporation; stakeholder support for the Amalgamation; the expected process for and timing of implementing the Amalgamation; the anticipated benefits of the Amalgamation; the scheduling of the Meeting; the completion of the Amalgamation, including with respect to obtaining any necessary approvals, including the approval of the TSXV and satisfying any conditions and the expected timing thereof.

In addition, forward looking statements or information are based on a number of assumptions, including assumptions regarding the expected timing of the UHO Meeting and Bocana Meeting and the closing of the Amalgamation, which have been used to develop the forward-looking statements in this press release but which may prove to be incorrect and which have been used to develop such statements and information in order to provide stakeholders with a summary for UHO Shareholder of the expected Amalgamation timeline and impact on UHO's future operations.

Events or circumstances may cause actual results to differ materially from those predicted, as a result of the risk factors set out and other known and unknown risks, uncertainties, and other factors, many of which are beyond the control of UHO. Such information may prove to be incorrect and readers are cautioned that the information may not be appropriate for other purposes. Although the Corporation believes that the expectations reflected in such forward looking statements or information are reasonable, undue reliance should not be placed on forward looking statements because the Corporation can give no assurance that such expectations will prove to be correct.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which have been used. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements. Furthermore, the forward looking statements contained herein are made as at the date hereof and Bearing does not undertake any obligation to update publicly or to revise any of the included forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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<https://www.rohstoff-welt.de/news/425132--United-Hunter-Oil-und-Gas-Corp.-Announces-Mailing-of-Circular-and-Updates-Regarding-Securityholder-Meeting-a>

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