

IberAmerican Lithium Announces Execution of Business Combination Agreement with Strategic Minerals Europe Corp.

20.03.2024 | [Newsfile](#)

Toronto, March 20, 2024 - [IberAmerican Lithium Corp.](#) (CBOE: IBER) (OTCQB: IBRLF) ("IberAmerican" or the "Company"), a company focused on the exploration of lithium, is pleased to announce that it has entered into a business combination agreement with [Strategic Minerals Europe Corp.](#) ("Strategic Minerals") and IberAmerican Resources Inc. ("Subco"), a wholly-owned subsidiary of IberAmerican incorporated solely for the purposes of completing the Amalgamation (as defined herein), dated March 19, 2024 (the "Business Combination Agreement") pursuant to which IberAmerican will acquire all of the issued and outstanding common shares in the capital of Strategic Minerals ("Strategic Shares") (the "Proposed Transaction").

Strategic Minerals is a company that among other things, produces different mineral concentrates, primarily tin and tantalum/niobium.

Under the terms of the Business Combination Agreement, each holder of Strategic Shares will be entitled to receive one common share of IberAmerican for every seven common shares of Strategic held.

The Proposed Transaction will be completed by way of a three-cornered amalgamation under the laws of Ontario, whereby Subco and Strategic Minerals will amalgamate, and the resulting amalgamated entity will survive as a wholly owned subsidiary of IberAmerican (the "Amalgamation").

Campbell Becher, Chief Executive Officer of IberAmerican, said, "We are incredibly excited about the potential of this Proposed Transaction and by extension critical green asset consolidation. Upon completion of the Proposed Transaction, IberAmerican shareholders will gain access to a consolidated portfolio of green critical metal assets in Spain, reflecting our dedication to sustainability and positioning us at the forefront of the green economy."

Transaction Highlights

- Critical Green Asset Consolidation: The Proposed Transaction will give IberAmerican shareholders exposure to a consolidated package of green critical metal assets in Spain.
- ESG First: All IberAmerican properties will be conflict-free and at the center of the transition from the old economy to the green, sustainable and digital new economy. In connection with the Proposed Transaction IberAmerican has engaged a renowned firm in Madrid to provide ESG technical advisory services.
- World-Renowned Technical (Engineering) Advisors: IberAmerican has partnered with a top-tier engineering firm to analyze and assess the Strategic Minerals property to ensure maximized value.
- Compelling Mining Jurisdiction: Spain is a mining-friendly region with world class transportation infrastructure access and government-backed initiatives facilitating the growth of a competitive value chain for sustainable energy in Europe.

Strategic Minerals intends to call a special meeting of the shareholders which is expected to be held in May 2024 to seek shareholder approval for the Amalgamation (the "Meeting") and will require:

- approval of at least 66 2/3% of the votes cast by Strategic Minerals shareholders; and
- a simple majority of the votes cast by Strategic Minerals shareholders, excluding votes from certain shareholders, as required under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions.

The completion of the Proposed Transaction is also subject to the receipt of stock exchange and any other required regulatory approvals, and is subject to certain customary closing conditions for transactions of this nature. The Proposed Transaction will also require the approval of a majority of the Company's shareholders pursuant to the policies of Cboe Canada Inc. ("Cboe Canada").

Pursuant to the Business Combination Agreement, it is a condition of closing that all options, warrants and other convertible securities of Strategic Minerals are either exercised, converted or forfeited and cancelled prior to closing of the Proposed Transaction. In addition, following closing of the Proposed Transaction, three nominees selected by Strategic Minerals shall be appointed to the board of directors of IberAmerican, subject to the final approval of Cboe Canada.

The Business Combination Agreement provides for, among other things, "fiduciary out" provisions that allow Strategic Minerals to consider and accept a superior proposal, subject to a "right to match period" in favour of IberAmerican. The Business Combination Agreement also provides for a break fee of €1,000,000 to be paid by Strategic Minerals to IberAmerican if the Business Combination Agreement is terminated in certain specified circumstances.

IberAmerican and Strategic Minerals are working towards closing the Proposed Transaction on or about June 15, 2024. Upon completion of the Proposed Transaction, it is expected that Strategic Minerals would be delisted from Cboe Canada and will apply to cease to be a reporting issuer under applicable securities laws in Canada.

The board of directors of IberAmerican has approved the Business Combination Agreement and has determined that the Proposed Transaction is in the best interest of the Company.

Full details of the Proposed Transaction are set out in the Business Combination Agreement, which will be filed by IberAmerican on its profile on SEDAR+ at www.sedarplus.ca.

About IberAmerican Lithium Corp.

IberAmerican Lithium is a hard-rock lithium exploration company focused on advancing its 100% owned Alberta II & Carlota Properties located in the Galicia region of northwestern Spain. IberAmerican Lithium's properties are located in a favorable lithium district with world class infrastructure and a supportive and proactive mining jurisdiction.

Additional information on IberAmerican Lithium is available at www.iberamericanlithium.com and by reviewing its profile on SEDAR+ at www.sedarplus.ca.

About Strategic Minerals Europe Corp.

Strategic Minerals' wholly owned subsidiary, Strategic Minerals Spain, S.L. ("SMS"), produces, identifies, explores, and develops mineral resource properties critical to the green economy, predominantly in Spain. SMS holds permits and a production license for the Penouta Project. SMS is the largest producer of cassiterite concentrate and tantalite in the European Union and has been recognized within the EU as an exemplary company of good practices in the circular economy. The Company is well-positioned as a major producer of sustainable and conflict-free tin, tantalum, and niobium. Strategic Minerals is a "reporting issuer" under applicable securities legislation in the provinces of British Columbia, Alberta, and Ontario.

Additional information on Strategic Minerals can be found by reviewing its profile on SEDAR+ at www.sedarplus.ca.

Cautionary Note Regarding Forward-Looking Information:

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release, including, without limitation, the Proposed Transaction as proposed to be effected pursuant to the Business Combination Agreement, the ability of the parties to satisfy the conditions to closing of the Proposed Transaction, the holding of the Meeting by Strategic Minerals, delisting of Strategic Minerals from Cboe Canada, the timing thereof and the anticipated timing of closing of the Proposed Transaction and the expected impact of the Proposed Transaction set forth in "Transaction Highlights". Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of IberAmerican to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risks Factors" in the Company's Filing Statement dated August 31, 2023, which is available for view on SEDAR+ at www.sedarplus.ca. These risks include but are not limited to, the risks associated with the mining and exploration industry, such as operational risks in development or capital expenditures, the uncertainty of projections relating to production, and any delays or changes in plans with respect to the exploitation of the site. Forward-looking statements contained herein, are made as of the date of this press release, and IberAmerican disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

SOURCE IberAmerican Lithium Corp.

Further Information

For further information regarding IberAmerican, please contact:
Campbell Becher, Chief Executive Officer
inquiries@ialithium.com
647-404-9071

SOURCE: IberAmerican Lithium Corp.

Dieser Artikel stammt von Rohstoff-Welt.de

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/466385--IberAmerican-Lithium-Announces-Execution-of-Business-Combination-Agreement-with-Strategic-Minerals-Europe->

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](#).