

# Ramp Metals Inc. Announces Closing of Qualifying Transaction and Anticipated Trading Date Under the Symbol "RAMP"

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Winnipeg, March 20, 2024 - [Ramp Metals Inc.](#) (TSXV: AAC.P) (formerly Anacott Acquisition Corporation) (the "Company") is pleased to announce that it has closed its previously announced reverse-takeover transaction (the "Transaction") pursuant to a merger agreement (the "Merger Agreement") dated effective July 28, 2023, between the Company (formerly Anacott Acquisition Corporation), Ramp Metals Inc. ("Ramp") and 1429494 B.C. Ltd., a wholly-owned subsidiary of the Company (together, the "Parties").

## The Transaction

Effective March 19, 2024, as a condition to the completion of the Transaction, the Company consolidated its common shares ("Common Shares") on the basis of 1.7603584 pre-consolidation Common Shares for one post-consolidation Common Share (the "Consolidation"). Immediately following the Consolidation, the Company had an aggregate of 2,500,000 Common Shares issued and outstanding.

Pursuant to the terms of the Transaction, Ramp amalgamated with 1429494 B.C. Ltd. by way of a three cornered amalgamation pursuant to the Merger Agreement, a copy of which is available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), and all outstanding shares of Ramp ("Ramp Shares") were exchanged for post-Consolidation Common Shares on the basis of one Common Share for each one Ramp Share, resulting in 29,886,305 Common Shares being issued at a deemed price of \$0.20 per Common Share to former shareholders of Ramp. Further details regarding the Transaction can be found in the filing statement of the Company dated March 6, 2024 (the "Filing Statement"), a copy of which is available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

The Parties to the Transaction have made their final submission to the TSX Venture Exchange (the "Exchange") pursuant to Exchange Policy 2.4 to seek final Exchange acceptance of the Transaction.

Following the completion of the Transaction, the Company changed its name to "Ramp Metals Inc." It is anticipated that the Common Shares will resume trading on the Exchange under the trading symbol "RAMP" on or about March 22, 2024.

## Escrowed Shares

On completion of the Transaction, certain Principals (as defined in the policies of the Exchange) of the resulting issuer holding an aggregate of 19,800,100 Common Shares became subject to escrow in accordance with Section 6.2 of Policy 5.4 - Escrow, Vendor Consideration and Resale Restrictions of the Exchange ("Policy 5.4") and pursuant to a surplus escrow agreement dated March 19, 2024 between the Company, Computershare Trust Company, as escrow agent, and such Principals. Pursuant to Section 6.2 of Policy 5.4, 5% of the escrowed Common Shares will be released at the time of the final bulletin of the Exchange (the "Final Exchange Bulletin"), 5% of the escrowed shares will be released 6 months from the date of the Final Exchange Bulletin, 10% of the escrowed shares will be released 12 months from the date of the Final Exchange Bulletin, 10% of the escrowed shares will be released 18 months from the date of the Final Exchange Bulletin, 15% of the escrowed shares will be released 24 months from the date of the Final Exchange Bulletin, 15% of the escrowed shares will be released 30 months from the date of the Final Exchange Bulletin, and 40% of the escrowed shares will be released 36 months from the date of the Final Exchange Bulletin. In addition to these restrictions, two Principals holding an aggregate of 9,600,000 Common Shares are also subject to contractual restrictions on the transfer which provide that the first 15% of such Common Shares held by those Principals shall not be released until 6 months from the date of the Final Exchange Bulletin.

Also on completion of the Transaction, certain shareholders of the resulting issuer holding an aggregate of 400,000 Common Shares became subject to seed share resale restrictions in accordance with Section 10.8 of Policy 5.4.

Certain current and/or former shareholders of the Company are subject to an escrow agreement dated

March 17, 2021 (the "CPC Escrow Agreement"), with the Exchange and Computershare Trust Company, as escrow agent, in respect of 1,136,133 Common Shares and 227,226 incentive stock options to acquire Common Shares. Under the terms of the CPC Escrow Agreement, 25% of the escrowed securities will be released at the time of the Final Exchange Bulletin, with an additional 25% released on each 6 month anniversary thereafter.

### **Board of Directors and Executive Management**

Following the completion of the Transaction, the following individuals will comprise the directors and officers of the Company:

Jordan Black - Chief Executive Officer, Director  
Rachael Chae - Chief Financial Officer  
Pritpal Singh - Director  
David Parker - Director  
Hermann Peter - Director  
Michael Romanik - Director

### **Auditors**

Concurrently with the closing of the Transaction, Crowe MacKay LLP has been appointed as the auditor of the Company.

### **Year End**

Following completion of the Transaction, the fiscal year end of the Company shall be June 30.

### **Additional Information**

The Company's transfer agent, Computershare Trust Company, will be mailing or emailing the direct registration system statements pursuant to the direction of the Company to all former shareholders of Ramp setting out each holder's shareholdings.

Holders of pre-Consolidation Common Shares will be receiving by mail, from Computershare Trust Company, a letter of transmittal with instructions on how to remit their pre-Consolidation Common Shares for post-Consolidation Company Shares, as necessary. The CUSIP number for the Common Shares is 75157B108.

For further information, please refer to the Filing Statement posted to the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), as well as the Company's press releases dated March 7, 2024, January 23, 2024, September 25, 2023 and July 28, 2023.

### **About Ramp Metals Inc.**

Ramp is a battery and base metal exploration company with two flagship properties located in northern Saskatchewan and one property in Nye County, Nevada. The management team is passionate about green field exploration and new technologies. The vision of Ramp is to make the next big discovery required to fuel the green technology movement.

This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

*The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved of the contents of this press 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 release.*

## **FORWARD-LOOKING STATEMENTS**

*This news release contains "forward-looking statements" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: the delivery of materials from Computershare Trust Company to holders of pre-Consolidation Common Shares in connection with the Consolidation; the final approval of the TSXV of the Transaction and the anticipated resumption of the trading of the Common Shares; and other factors.*

*These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to risks related to the business of the Company and market conditions.*

*Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on any forward-looking statements or information. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and the Company does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.*

### **For further information, please contact:**

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