

GoldHaven Clarifies Securities Issuable to Boa Gold Corp. Shareholders

16.12.2024 | [GlobeNewswire](#)

VANCOUVER, Dec. 16, 2024 - [GoldHaven Resources Corp.](#) ("GoldHaven" or the "Company") (CSE: GOH) (OTCQB: GHVNF) (FSE: 4QS) provides an update, further to the execution of its amalgamation agreement (the "Amalgamation Agreement") dated December 16, 2024 among Boa Gold Corp. ("Boa"), GoldHaven and 1516478 B.C. LTD. ("Subco"), a wholly owned subsidiary of GoldHaven, pursuant to which GoldHaven and Boa will combine their respective business by amalgamating Boa with Subco to form one company ("Amalco", and collectively, the "Transaction"). Once the Transaction is effective, Amalco will become a wholly owned subsidiary of GoldHaven, all in the manner and subject to the terms and conditions of the Amalgamation Agreement.

Pursuant to the Amalgamation Agreement, GoldHaven will issue units (the "GoldHaven Units") to the shareholders of Boa ("Boa Shareholders") in exchange for their common shares of Boa (the "Boa Shares") outstanding at the closing, on a two Boa Shares for one GoldHaven Unit basis. As of the date hereof, there are a total of 11,520,048 Boa Shares issued and outstanding, such that GoldHaven would issue a total of 5,760,024 GoldHaven Units to the Boa Shareholders upon closing of the Transaction.

Each GoldHaven Unit will consist of one common share in the capital of GoldHaven (each, a "GoldHaven Unit Share") and one common share purchase warrant (each, a "GoldHaven Unit Warrant"), with each GoldHaven Unit Warrant exercisable to purchase one common share of GoldHaven (each, a "GoldHaven Unit Warrant Share") at a price of \$0.25 per GoldHaven Unit Warrant Share for a period of 24 months from the Closing Date.

The Transaction is subject to the policies of the Canadian Securities Exchange ("CSE"), the passing of a special resolution approving the Transaction at a special meeting of the Boa Shareholders and other customary closing conditions. The Company expects that the Transaction will be completed in Q1 2025.

50% of the GoldHaven Unit Shares will be restricted from resale for a period of four months from completion of the Transaction, while the remaining 50% will be restricted from resale for a period of six months from completion of the Transaction. The GoldHaven Unit Warrants (and any GoldHaven Unit Warrant Shares issued on exercise thereof) will be subject to resale restrictions expiring as to 25% on the Closing Date, and an additional 25% on each of the first three monthly anniversaries of the Closing Date.

About GoldHaven Resources Corp.

GoldHaven Resources Corp. is a Canadian junior exploration Company focused on acquiring and exploring highly prospective land packages in North America. The Company's projects include the flagship Magno Project, a district-scale polymetallic property adjacent to the historic Cassiar mining district in British Columbia, and the Three Guardsman Project, which exhibits significant potential for copper and gold-silver mineralization.

On Behalf of the Board of Directors

Bonn Smith, Chief Executive Officer

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Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statements Regarding Forward Looking Information

This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. Forward-looking statements in this press release include, but are not limited to, statements regarding the Transaction, including the benefits of the Transaction, the anticipated timing and completion of the Transaction, the approval of the Transaction by CSE, the approval of the Transaction by Boa Shareholders, and the prospects or benefits of the acquired properties by the Company pursuant to the Transaction, and the total number of GoldHaven Units issuable upon closing of the Transaction. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include but are not limited to market conditions and the risks detailed from time to time in the filings made by the Company with securities regulators. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.

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