

# Serra Energy Metals Announces Amalgamation Agreement with ROV Investment Partners

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Vancouver, May 1, 2025 - [Serra Energy Metals Corp.](#) (CSE: SEEM) (OTCQB: ESVNF) ("Serra" or the "Company") is pleased to announce that it has entered into an amalgamation agreement dated effective May 1, 2025 (the "Amalgamation Agreement") with ROV Investment Partners Corp. ("ROV") and 1536702 B.C. Ltd. ("Subco"), a wholly owned subsidiary of the Company, pursuant to which the Company will, by way of a three-cornered amalgamation, acquire all of the issued and outstanding securities of ROV, subject to the terms and conditions of the Amalgamation Agreement (the "Transaction"). The Transaction will constitute a "Fundamental Change" of the Company, as defined by the policies of Canadian Securities Exchange (the "CSE").

ROV Investment Partners Corp. is a privately held holding company that holds all of the outstanding share capital of UBERDOC, Inc. ("UBERDOC"), a Delaware corporation involved in the operation of a digital platform that facilitates direct-pay access to medical professionals in the United States.

ROV Investment Partners Corp. is a British Columbia-based investment issuer focused on strategic opportunities in the U.S. healthcare sector. The company specializes in health technology ventures that enhance access to care, with a particular emphasis on site-of-care optimization and value-based service delivery. ROV's flagship asset, UBERDOC, is a U.S.-based healthcare platform that connects patients directly with thousands of specialists across more than 50 fields, offering upfront pricing and expedited access to care.

## Summary of the Transaction

Pursuant to the terms of the Amalgamation Agreement, on the closing date of the Transaction, ROV will amalgamate with Subco pursuant to the provisions of the Business Corporations Act (British Columbia) (the "BCBCA"). The amalgamated entity ("Amalco") will continue as one corporation and will be a wholly-owned subsidiary of the Company (the Company being referred to on a post-closing basis as the "Resulting Issuer"). ROV shareholders will exchange common shares of ROV ("ROV Shares") for common shares of the Resulting Issuer ("Resulting Issuer Shares") based on an exchange ratio equal to that number of Resulting Issuer Shares for each one ROV Share (the "Exchange Ratio") which results in, upon completion of the Transaction, 11.8% of the Resulting Issuer Shares being held by shareholders of the Company and 88.2% of the Resulting Issuer Shares being held by ROV shareholders. As such, the Transaction will result in a reverse takeover of the Company by the shareholders of ROV upon completion of the Transaction, and the Resulting Issuer's primary business will be the business of UBERDOC. In connection with the Transaction, the Company intends to change its name to "UBERDOC Health Technologies Holding Corp." (the "Name Change") and will reconstitute its board of directors and management team as further described below.

Completion of the Transaction is subject to a number of terms and conditions customary for transactions of this nature, including, among other things, ROV having completed the ROV Financing (as defined below), the Company having arranged the Bridge Loan (as defined below), the Company having completed the Divestiture (as defined below), receipt of all necessary shareholder and regulatory approvals contemplated in the Amalgamation Agreement, the execution of related transaction documents, and listing approval of the CSE.

The Transaction will constitute a "Fundamental Change", as defined by the policies of CSE, and must be approved by the CSE and the security holders of the Company prior to completion. In accordance with CSE policies, the Company will file a listing statement with the CSE regarding the Transaction, which will include fulsome disclosure of ROV and UBERDOC. The Company will also seek approval of the Transaction at a duly constituted meeting of the Company's shareholders (the "Shareholder Meeting"). In addition, the Transaction must be approved by not less than 66⅔% of the votes cast at a meeting of shareholders

of ROV (the "ROV Meeting"), which will be held to consider, among other things, the Transaction.

Certain securities issued in connection with the Transaction will be subject to escrow requirements of the CSE, mutually agreed upon escrow conditions, and hold periods as required by the CSE and applicable securities laws.

#### ROV Financing

In connection with the Transaction, ROV intends to undertake a non-brokered private placement of ROV Shares at a price of \$0.35 per ROV Share for aggregate gross proceeds of a minimum of \$1,000,000 (the "ROV Financing"). The ROV Shares issued as part of the ROV Financing will subsequently be exchanged for Resulting Issuer Shares in accordance with the Exchange Ratio at the time of completion of the Transaction.

In addition to the ROV Financing, ROV may undertake one or more private placement bridge financings on terms mutually agreeable to the Company and ROV (together, the "Interim Financing"), and any securities issuable in connection with the Interim Financing shall be exchanged into Resulting Issuer Shares based on the Exchange Ratio at the time of completion of the Transaction.

#### Bridge Loan

Upon entry into the Amalgamation Agreement, the Company advanced a working capital loan in connection with the Transaction (the "Bridge Loan") in the amount of \$500,000 to ROV, which bears interest at a rate of 7.0% and will be repayable by ROV to the Company within six months from the date of entry into the Amalgamation Agreement.

#### Divestiture

Prior to completion of the Transaction, the Company will dispose of (i) its Australian subsidiary E79 Resources Pty Ltd. ("E79 Resources"), which holds interests in the Myrtleford and Beaufort projects and is the sole owner of E79 Services Pty Ltd. ("E79 Services"), and (ii) ordinary shares of [Advance Metals Ltd.](#) ("AVM Shares") and any cash derived from the sale of such AVM Shares, in such transaction or transactions, including spinout or assignment, such that E79 Resources and E79 Services will not be subsidiaries of the Company following completion of the Transaction, and AVM Shares and/or proceeds received from the sale of AVM Shares will not be retained by the Company following completion of the Transaction (together, the "Divestiture").

The Divestiture is expected to be conducted as a plan of arrangement that spins out E79 Resources into a new British Columbia company that will hold E79 Resources as an operating subsidiary. The Company will be required to obtain shareholder approval of the Divestiture (if conducted as a plan of arrangement) in accordance with the BCBCA. This shareholder approval will be sought at the Shareholder Meeting.

#### Board and Management

Upon completion of the Transaction, and subject to the approval of the CSE, current directors and officers of the Company who will no longer be serving in such capacity or capacities following completion of the Transaction will resign and will be replaced by directors and officers determined by ROV, in its sole discretion. The names and titles of the new directors and officers of the Resulting Issuer will be named in a subsequent press release once finalized.

#### Listing Statement

In connection with the Transaction and pursuant to the requirements of the CSE, the Company will file a listing statement in CSE Form 2A on its CSE issuer page and issuer profile on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)), which will contain details regarding the Transaction, the Company, ROV, UBERDOC and the Resulting Issuer.

## Advisory Fee

ROV intends to issue 1,000,000 ROV Shares to Northbay Capital Partners as an advisor's fee in connection with the Transaction (the "NBCAP Fee"). The ROV Shares issued as part of the NBCAP Fee will subsequently be exchanged for Resulting Issuer Shares in accordance with the Exchange Ratio at the time of completion of the Transaction.

## Additional Information

All information contained in this press release with respect to ROV and UBERDOC was supplied by ROV, and the Company and its directors and officers have relied on ROV for such information.

Trading in the common shares of the Company is currently halted and will remain halted until such time as all required documentation in connection with the Transaction has been filed with and accepted by the CSE and permission to resume trading has been obtained from the CSE.

None of the securities issued in connection with the Transaction will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such an offer, solicitation, or sale would be unlawful.

## About the Company

Serra Energy Metals Corp. is a publicly traded company listed on the Canadian Securities Exchange that is focused on the acquisition, exploration, and development of green metal projects, with an emphasis on identifying and investigating exploration targets that are drill-ready and situated near infrastructure.

For further information, please contact:

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## Forward-Looking Information

Neither the Canadian Securities Exchange nor its Market Regulator accepts responsibility for the adequacy or accuracy of this news release.

This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation. The forward-looking statements herein are made as of the date of this press release only, and the Company, ROV and the Resulting Issuer do not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable law. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budgets", "scheduled", "estimates", "forecasts", "predicts", "projects", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. These forward-looking statements include, among other things, statements relating to: (a) the business plans of the Resulting Issuer, (b) the completion of the ROV Financing, (c) the Transaction (including CSE approval, approval by the Company's shareholders and the closing of the Transaction) and the issuance of securities of the Company to the shareholders of ROV, (d) the listing of the Resulting Issuer on the CSE, (e) the ROV Meeting, (f) the completion of the Divestiture, (g) the Name Change; and (h) the expected composition of the board of directors and management of the Resulting Issuer.

Such forward-looking statements are based on a number of assumptions of the management of ROV and

the management of the Company, including, without limitation, that (i) the parties will obtain all necessary corporate, shareholder and regulatory approvals and consents required for the completion of the Transaction (including CSE approval), (ii) the ROV Financing will be completed, (iii) the Transaction will be completed on the terms and conditions and within the timeframes expected by each of the Company and ROV, (iv) the Resulting Issuer will be listed on the CSE, as anticipated, (v) the ROV Meeting will be held as expected by ROV, (vi) the Company will complete the Divestiture, (vii) the Resulting Issuer will complete the Name Change, (viii) the board of directors and management of the Resulting Issuer will be composed of the individuals determined by ROV; and (ix) there will be no adverse changes in applicable regulations or CSE policies that impact the Transaction.

Additionally, forward-looking information involve a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company, ROV or the Resulting Issuer to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements. Such risks include, without limitation: (A) there can be no assurances that the Company and ROV will obtain all requisite approvals for the Transaction, including the approval of the ROV shareholders, the Company shareholders or the approval of the CSE (which may be conditional upon amendments to the terms of the Transaction), or that the Transaction will be completed on the terms and conditions contained in the Amalgamation Agreement, or at all, (B) there can be no assurances as to the completion of or the actual gross proceeds raised in connection with the ROV Financing or any Interim Financing, (C) the parties and the completion of the Transaction may be adversely impacted by changes in legislation, changes in CSE policies, political instability or general market conditions, (D) the ROV Meeting may not be held within the timeframe expected (E) the directors to be proposed by ROV may refuse to act as directors of the Resulting Issuer, (F) risks relating to the current global trade war, (G) following completion of the Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations, or (H) financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer.

Such forward-looking information represents the best judgment of the management of ROV and the management of the Company based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information. Neither the Company, nor ROV, nor any of their representatives make any representation or warranty, express or implied, as to the accuracy, sufficiency or completeness of the information in this press release. Neither the Company, nor ROV, nor any of their representatives shall have any liability whatsoever, under contract, tort, trust or otherwise, to you or any person resulting from the use of the information in this press release by you or any of your representatives or for omissions from the information in this press release.

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