

Getty Copper Inc. to Acquire 1390120 B.C. Ltd. and Complete \$12 Million Equity Financing

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Charles Funk to Join Board to Accelerate Highland Valley Copper Properties

[Getty Copper Inc.](#) ("Getty") (TSXV: GTC) is pleased to announce that it has entered into a binding letter of intent dated August 5, 2025 (the "Binding LOI") with 1390120 B.C. Ltd. ("Numberco") pursuant to which Getty will acquire all of the issued and outstanding shares of Numberco (the "Acquisition"). Completion of the Acquisition will result in the reverse takeover of Getty by Numberco pursuant to the policies of the TSX Venture Exchange (the "TSX-V") (with the resulting entity being the "Resulting Issuer").

Tom MacNeill, CEO of Getty, stated: "In the current positive environment for copper, we have entered into a transaction that positions Getty to be debt-free, financially sound, and equipped with the technical capability to unlock the long-recognized value of our copper deposits in British Columbia's Highland Valley District."

Charles Funk, incoming Chairman of Getty, commented: "Our consolidated Getty portfolio represents an exciting exploration and development opportunity. I'm looking forward to joining as Chairman and focusing on both expanding the known copper deposits and evaluating the potential for a standalone oxide copper development. Our goal is to deliver on these fronts and position Getty as a compelling copper investment opportunity."

Transaction Highlights

Asset Base: The Acquisition will result in the combination of two highly prospective copper projects in the Highland Valley District. The Getty project is located adjacent to Teck's Highland Valley Copper Mine, one of the world's largest copper mining and milling operations, while the Numberco Property (as defined below) is 11km to the south of the Getty project.

Experienced management team and board: The proposed new team includes a group of individuals with deep mining industry experience and strong track records of value creation, major discoveries, project execution and M&A transactions.

Strong balance sheet: In connection with the transaction, Getty is anticipating raising \$12 million through the Concurrent Financing (as defined below).

Repayment of debt: The approximately \$4 million of Getty indebtedness will be settled in full following completion of the Concurrent Financing (as defined below).

Board of Directors of the Resulting Issuer

Following completion of the Acquisition, the board of directors of the Resulting Issuer will be reconstituted to consist of Charles Funk (Chairman), Mahesh Liyanage, Tom MacNeill and Brent Lepinski and a fifth director to be agreed to by Getty and Numberco.

The following are brief profiles of the proposed incoming directors:

Charles Funk, Chairman

Charles Funk is the founder and Chief Executive Officer of [Heliostar Metals Ltd.](#) ("Heliostar"), a

Canadian-based gold development company. A geologist by training, Mr. Funk brings 19 years of experience in company management, business development, and mineral exploration. He has contributed to raising over \$250 million in capital over the past six years and has held technical and leadership roles at companies including Newcrest Mining Limited, OZ Minerals Limited, Vizsla Silver Corp. ("Vizsla Silver"), and Heliostar. Mr. Funk played a leading role in the discoveries of the Khamsin Copper Deposit in Australia and the Panuco Gold-Silver Deposit in Mexico. Under his leadership, Heliostar has evolved from a junior developer into a multi-asset gold producer, with a 500% increase in share price over the past two years. He holds degrees in Space Science and Earth Science (Honours).

Mahesh Liyanage, Director

Mahesh Liyanage is the Chief Financial Officer of Vizsla Silver, a silver-gold exploration and development company listed on the NYSE American and the Toronto Stock Exchange, with a globally significant asset in Mexico. A Chartered Professional Accountant with over 22 years of experience, Mr. Liyanage specializes in Canadian public company financial reporting and regulatory compliance, mergers and acquisitions, spin-offs, treasury management, and Canadian and U.S. tax compliance. His previous roles include Chief Financial Officer of Orogen Royalties Inc. (acquired by [Triple Flag Precious Metals Corp.](#) for approximately \$305 million) and Chief Financial Officer of Heliostar.

Further details about the board of directors and management of the Resulting Issuer will be disclosed in a subsequent news release.

Summary of the Concurrent Financing

In connection with the Acquisition, Getty intends to complete a brokered financing (the "Concurrent Financing") to raise minimum gross proceeds of \$12,000,000 by way of issuance of subscription receipts (each, a "Subscription Receipt") of Getty, at a price of \$0.12 per Subscription Receipt (on a pre-Consolidation basis). Each Subscription Receipt will automatically convert, without any further action by the holder thereof and for no additional consideration, into one Getty Share (on a pre-Consolidation basis) upon closing of the Acquisition.

It is expected that the net proceeds from the Concurrent Financing will be used to settle all of Getty's current indebtedness, explore and develop the Getty project and for general corporate purposes.

Further details about the Concurrent Financing will be disclosed in a subsequent news release.

About Numberco

Numberco is a private company incorporated under the Business Corporations Act (British Columbia) with a mandate to identify and evaluate mining related projects in North America. Numberco has identified and evaluated a number of projects and acquired the Numberco Property. Additional information on Numberco will follow in a subsequent news release.

Numberco owns the Dot Matrix Property (the "NumbercoProperty"), a prospective 846-hectare project that sits in the southern portion of the Guichon Creek batholith. The Numberco Property is located 20 km southeast of the Highland Valley mine in British Columbia.

Further details about Numberco and the Numberco Property will be disclosed in a subsequent news release.

Summary of the Acquisition

The material terms of the Binding LOI are as follows:

- Getty will acquire all of the issued and outstanding shares of Numberco in exchange for an aggregate of 13,000,000 common shares in the capital of Getty (each a "Getty Share") (on a post-Consolidation basis).
- The outstanding Numberco stock options and warrants will be replaced with an aggregate of 1,300,000 Getty stock options and 400,000 Getty share purchase warrants (on a post-Consolidation basis).
- The board of directors and management team of Getty will be reconstituted as partially described under "Board of Directors of the Resulting Issuer" above.
- The completion of the Acquisition is subject to the satisfaction of various conditions, including but not limited to satisfactory completion of due diligence by Getty and Numberco, completion of the Concurrent Financing, execution of a definitive agreement in respect of the Acquisition, approval of the Acquisition by the holders of Getty Shares (the "Getty Shareholders"), approval of the listing of the Resulting Issuer Shares on the TSX-V, and other conditions customary for a transaction of this nature.
- Immediately prior to closing the Acquisition, the Getty Shares will be consolidated on a 5:1 basis (the "Consolidation").

The Binding LOI contains customary non-solicitation provisions, including a termination fee of \$500,000 payable to Numberco, in the event Getty receives a superior proposal which Numberco declines or fails to match. Upon completion of the Acquisition, assuming completion of the Consolidation and the Concurrent Financing, (a) former Numberco Shareholders will hold, in the aggregate, approximately 13,000,000 Resulting Issuer Shares representing approximately 20% of the outstanding Resulting Issuer Shares on a non-diluted basis, (b) existing Getty Shareholders will hold, in the aggregate, approximately 33,108,241 Resulting Issuer Shares, representing approximately 50% of the outstanding Resulting Issuer Shares on a non-diluted basis, and (c) the participants in the Concurrent Financing will hold 20,000,000 Resulting Issuer Shares, representing approximately 30% of the outstanding Resulting Issuer Shares on a non-diluted basis.

The Acquisition was approved by the board of directors of Getty after consulting with its legal and financial advisors. In addition, to ensure a thorough analysis of the Acquisition, Getty engaged MINCAP Merchant Partners Inc. as independent financial advisor.

The Acquisition is an arm's length transaction. No finder's fees or other commissions are payable in connection with the Acquisition.

Sponsorship of the Acquisition may be required by the TSX-V unless a waiver is granted by the TSX-V. Getty intends to apply for a waiver of sponsorship; however, there can be no guarantee that a waiver will be granted.

Additional Information

The Getty Shares have been halted and may remain halted until the completion of the Acquisition. There can be no assurance that the Acquisition will be completed on the terms proposed or at all.

Further details about the Acquisition and the Resulting Issuer will be provided in a TSX-V filing statement prepared and filed by Getty in respect of the Acquisition.

A copy of the Binding LOI will be filed on Getty's SEDAR+ profile at www.sedarplus.ca.

Advisors and Counsel

MINCAP Merchant Partners Inc. is acting as Getty's financial advisor. O'Neill Law LLP is acting as legal advisor to Getty.

Forooghian + Company Law Corporation is acting as legal advisor to Numberco.

Website: www.gettycopper.com

Getty Copper Inc.
"Tom MacNeill"
Tom MacNeill
CEO

Cautionary Note Regarding Forward-Looking Statements

This news release contains statements that constitute "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Getty's, Numberco's and the Resulting Issuer's actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur.

Forward-looking statements in this document include, among others, statements relating to expectations regarding the completion of the Acquisition (including all required approvals), the listing on the TSX-V, the Concurrent Financing (including the size of the Concurrent Financing and the use of the proceeds therefrom), the business plans of the Resulting Issuer, the composition of management, the board and advisory board of the Resulting Issuer and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others: that there is no assurance that the parties hereto will obtain the requisite director, shareholder and regulatory approvals for the Acquisition, and there is no assurance that the Acquisition will be completed as anticipated, or at all; there is no assurance that the Concurrent Financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the Concurrent Financing; following completion of the Acquisition, the Resulting Issuer may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable; compliance with extensive government regulation; domestic and foreign laws and regulations could adversely affect the Resulting Issuer's business and results of operations; and the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.

The forward-looking information contained in this news release represents the expectations of Getty and Numberco as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Neither Getty nor Numberco undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (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.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Getty should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

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