

Tinka Resources Strengthens Board with Appointment of Brandon Macdonald and Michael Horner and Announces C\$11 Million Financing

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[Tinka Resources Ltd.](#) (TSXV: TK) (OTCQB: TKRFF) ("Tinka" or the "Company") is pleased to announce that Messrs. Brandon Macdonald and Michael Horner are joining the board of directors ("Board") of the Company as part of a corporate reorganization which includes a C\$11 million private placement (the "Offering") and a 5:1 share consolidation (the "Consolidation", together with the Offering, the "Transaction"). Key terms of the Transaction include:

- C\$11 million institution-focused non-brokered Offering consisting of the sale of C\$0.055 Units, each comprising one common share and one half-warrant at C\$0.08 (pre-Consolidation).
- Appointment of Brandon Macdonald and Michael Horner as members of the Tinka Board of Directors effective immediately.
- Five (5) for one (1) Consolidation of the Company's common shares immediately prior to the closing of the Offering.

APPOINTMENT OF NEW DIRECTORS

Messrs. Brandon Macdonald and Michael Horner have been appointed as directors of the Company effective immediately. Mr. Macdonald shall be appointed as Executive Chairman on the closing of the Offering.

Mr. Macdonald is a Professional Geologist with a diverse background in exploration geology, mining, capital markets, M&A and finance. His experience includes time at Macquarie Bank in London, UK, and as founding CEO of [Fireweed Metals Corp.](#) which owns the Macpass zinc project in Canada. He earned his B.Sc. in Geology from the University of British Columbia in 2000, and later completed an MBA at Oxford University in 2007. Mr. Macdonald currently serves on the board of Enduro Metals Corp.

Mr. Horner brings over 10 years of mining industry experience across capital markets, M&A and operations. Most recently as CFO of Adriatic Metals, he led the US\$1.5B sale to DPM Metals and raised over US\$100M through the development phase of the Vares zinc-silver project. He holds a B.A.Sc in Chemical Engineering.

Dr. Graham Carman, CEO of Tinka, stated: "I am delighted to welcome Brandon and Michael to Tinka's Board of Directors. Both bring highly relevant expertise, having been directly involved in the exploration and development of successful zinc projects in other jurisdictions. In addition, their strong capital markets experience will be a valuable asset to the Company. Their appointments represent a strong vote of confidence in Tinka and in our flagship Ayawilca zinc-silver-tin project. We are also excited to be advancing our Silvia gold-copper property, with the first drill program set to begin in October 2025."

NON-BROKERED PRIVATE PLACEMENT OF UNITS

The Offering shall consist of up to 200,000,000 units of the Company (the "Units") at a price of C\$0.055 per Unit (the "Issue Price") on a pre-Consolidation basis, or 40,000,000 Units at a price of \$0.275 per Unit on a post-Consolidation basis, for gross proceeds of up to C\$11,000,000. Each Unit comprises one common share (a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional Share of the Company at an exercise price of C\$0.08 (pre-Consolidation) or \$0.40 (post-Consolidation) for a period of thirty six (36) months from closing of the Offering.

It is anticipated that certain directors and officers of the Company will participate in the Offering. In addition,

[Nexa Resources S.A.](#) ("Nexa") and Compañía de Minas Buenaventura SAA ("Buenaventura") may participate in the Offering to maintain their respective pro-rata interests in the Company. It is not known at this time if pre-emptive rights held by Nexa and Buenaventura will be exercised. In the event these pre-emptive rights are exercised, the Company may issue up to an additional 132 million Shares (pre-Consolidation) in the Offering at the Issue Price for additional gross proceeds to the Company of approximately C\$7.26 million.

All securities to be issued pursuant to the Offering will be subject to a four-month hold period under applicable securities laws in Canada. Finder's fees may be payable on a portion of the Offering. The Offering is subject to certain conditions customary for transactions of this nature, including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange (the "Exchange").

The Company plans to use the net proceeds to fund an initial drill program at the Silvia gold-copper project, resource expansion at Ayawilca including targeting of high-grade zinc mineralization, and for corporate and general working capital purposes.

The participation of any insiders in the Offering may be considered a related party transaction within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Such insider participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on any of the exchanges or markets outlined in subsection 5.5(b) of MI 61-101, and the fair market value of the securities to be distributed to the insiders will not exceed 25% of the Company's market capitalization.

CONSOLIDATION

Immediately prior to the closing of the Offering, the Company plans to undertake the Consolidation, on the basis of five (5) pre-Consolidation Shares for every one (1) post-Consolidation Share.

Prior to the Consolidation, and assuming completion of the Offering and exercise of pre-emptive rights in full by Nexa and Buenaventura, the Company will have approximately 740,698,000 shares issued and outstanding. Following the Consolidation and assuming completion of the Offering, the Company will have approximately 148,139,600 shares issued and outstanding.

No fractional shares will be issued under the Consolidation. The holdings of any shareholder who would otherwise be entitled to receive a fractional share as a result of the Consolidation shall be rounded down to the nearest whole number and no cash consideration will be paid in respect of fractional shares. The Consolidation will not affect any shareholder's percentage ownership in the Company other than by the minimal effect of the aforementioned elimination of fractional shares, even though such ownership will be represented by a smaller number of shares. Instead, the Consolidation will reduce proportionately the number of shares held by all shareholders.

A letter of transmittal will be mailed to registered shareholders providing instructions with respect to exchanging share certificates representing pre-Consolidation Shares for post-Consolidation Shares. Shareholders who hold their shares in brokerage accounts or in book-entry form are not required to take any action as they will have their holdings electronically adjusted by the Company's transfer agent or by their brokerage firms, banks, trust or other nominees. In accordance with the Company's articles of incorporation, the Consolidation will not require shareholder approval and was approved by the Company's Board of Directors on September 5, 2025.

The Company will issue a subsequent news release to announce the effective date of the Consolidation once approval has been received from the Exchange, as the Consolidation remains subject to regulatory approval.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. 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 the securities laws of any state of the United States and may not be

offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

On behalf of the Board,

"Graham Carman"

Dr. Graham Carman, President & CEO

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About Tinka Resources Limited

Tinka is an exploration and development company with its flagship property being the 100%-owned Ayawilca zinc-silver-tin project in central Peru, and is also exploring the nearby Silvia copper-gold project. Mineral Resources at Ayawilca include the Zinc Zone which has an estimated Indicated Mineral Resource of 28.3 Mt grading 5.8% zinc, 16.4 g/t silver, 0.2% lead and 91 g/t indium, and an Inferred Mineral Resource of 31.2 Mt grading 4.2% zinc, 14.5 g/t silver, 0.2% lead and 45 g/t indium. The Tin Zone at Ayawilca has an estimated Indicated Mineral Resource of 1.4 million tonnes grading 0.72% tin and an Inferred Mineral Resource of 12.7 Mt grading 0.76% tin. The Company filed a NI 43-101 technical report on an updated PEA for the Ayawilca Project on April 15, 2024 ([link to NI 43-101 report here](#)). Dr. Graham Carman, Tinka's President and CEO, has reviewed, verified and approved the technical contents of this release. Dr. Carman is a Fellow of the Australasian Institute of Mining and Metallurgy, and is a Qualified Person as defined by National Instrument 43-101.

Forward Looking Statements: Certain information in this news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws (collectively "forward-looking statements"). All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding the use of proceeds for the Offering and the closing of the Offering, and statements regarding the completion of the Consolidation. Forward-looking statements are based on the beliefs and expectations of Tinka as well as assumptions made by and information currently available to Tinka's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations: timing and successful completion of the Offering; the intended use of proceeds from the Offering; the completion of the Consolidation; the receipt of approval for the Consolidation by the Exchange; and the expected benefits of the Consolidation; timing of planned work programs and results varying from expectations; delay in obtaining results; changes in equity markets; uncertainties relating to the availability and costs of financing needed in the future; equipment failure, unexpected geological conditions; imprecision in resource estimates or metal recoveries; success of future development initiatives; competition and operating performance; environmental and safety risks; timing of geological reports; the preliminary nature of the Ayawilca Project PEA and the Company's ability to realize the results of the Ayawilca Project PEA; the political environment in which the Company operates continuing to support the development and operation of mining projects; risks related to negative publicity with respect to the Company or the mining industry in general; delays in obtaining or failure to obtain necessary permits and approvals from local authorities; community agreements and relations; and, other development and operating risks. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein. Although Tinka believes that assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. Except as may be required by applicable securities laws, Tinka disclaims any intent or obligation to update any forward-looking statement.

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