

# Logica Ventures Corp. Announces Conditional Approval, Filing Statement and Closing Of BBG Metals Corp. Concurrent Financing

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[Logica Ventures Corp.](#) (TSX-V: LOG.P) (“Logica” or the “Company”) is pleased to announce that it has received conditional approval from the TSX Venture Exchange (the “Exchange”) in respect of its previously announced Qualifying Transaction (as such term is defined in Policy 2.4 – “Capital Pool Companies” of the Exchange (“Policy 2.4”)) with BBG Metals Corp. (“BBG Metals”) pursuant to Policy 2.4 (the “Transaction”).

Logica is also pleased to announce that it has filed a filing statement dated October 20, 2024 prepared in connection with the Transaction (the “Filing Statement”) on Logica’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). The completion of the Transaction is subject to a number of conditions, including, but not limited to, receipt of all required regulatory approvals, including final approval of the Exchange and satisfaction of other customary closing conditions. Assuming all conditions are satisfied, closing of the Transaction is expected to occur on or about October 24, 2025, or such other date as may be determined. Upon completion of the Transaction, the combined entity (the “Resulting Issuer”) will continue the business of BBG Metals under the name “Galactic Gold Corp.” as a Tier 2 mining issuer under the symbol “GGAU” on the Exchange.

## Closing of Concurrent Financing

The Company is also pleased to announce that BBG Metals has closed its non-brokered private placement equity financing (the “Concurrent Financing”), raising aggregate gross proceeds of \$1,800,000 through the issuance of 18,000,000 subscription receipts (the “Subscription Receipts”).

Each Subscription Receipt will entitle the holder, without payment of any additional consideration and upon satisfaction of certain Escrow Release Conditions (defined below), to receive one common share of BBG Metals (a “Financing Share”), and each such Financing Share will be exchanged for a post-consolidation common share of Logica (a “Resulting Issuer Share”) pursuant to the terms of the amalgamation agreement between Logica, BBG Metals, and 1359646 B.C. Ltd. (“Subco”), a wholly-owned subsidiary of Logica, dated June 4, 2025 (the “Amalgamation Agreement”). For more information regarding the Amalgamation Agreement, please see the Company’s press release dated June 5, 2025.

BBG Metals paid aggregate cash finder’s fees (the “Finder’s Fees”) of \$62,085 to the following arm’s length finders: (i) Canaccord Genuity Corp. was paid \$17,550; (ii) Haywood Securities Inc. was paid \$8,100; (iii) Ventum Financial Corp. was paid \$33,810; and (iv) Red Cloud Securities Inc. was paid \$2,625.

The aggregate gross proceeds from the sale of the Subscription Receipts, less the Finder’s Fees, have been deposited into escrow, and shall be released upon satisfaction of certain conditions (the “Escrow Release Conditions”) including the completion, satisfaction or waiver of all conditions precedent necessary for the completion of the Transaction. If the Escrow Release Conditions are not satisfied prior to November 14, 2025, the escrow agent will return to the holders of Subscription Receipts an amount equal to the aggregate purchase price for the Subscription Receipts held by them and the Subscription Receipts will be cancelled and be of no further force or effect.

Upon completion of the Transaction, up to 49,382,778 Resulting Issuer Shares (including 18,000,000 Resulting Issuer Shares to be issued to the purchasers of the Subscription Receipts in the Concurrent Financing) are expected to be outstanding. Upon completion of the Transaction, the Resulting Issuer Shares issued in connection with the Concurrent Financing will be free trading, as such Resulting Issuer Shares will be issued in reliance on the “business combination and reorganization” exemption from prospectus requirements under National Instrument 45-106 – Prospectus Exemptions.

## Contact Information

For further information concerning this press release, please contact the respective representatives of Logica and BBG Metals as follows:

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*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.*

*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.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority 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 a capital pool company should be considered highly speculative.*

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

*All information contained in this news release with respect to BBG Metals was supplied by BBG Metals for inclusion herein, and Logica has relied on BBG Metals for any information concerning BBG Metals.*

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

*This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Transaction and the timing in respect thereof, and timely receipt of all necessary approvals, including any requisite approval of the Exchange.*

*Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of the Company or the Resulting Issuer. Such statements can generally, but not always, be identified by words such as "expects", "plans", "anticipates", "intends", "estimates", "forecasts", "schedules", "prepares", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company or of the Resulting Issuer's plans relating to operations and potential strategic opportunities are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, as disclosed in the Company's filing statement, or the Company's periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. The Company disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding the Company's business contained in the Company's filing statement, or the Company's reports filed with the securities regulatory authorities in Canada. 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 could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at [www.sedarplus.ca](http://www.sedarplus.ca).*

*The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward looking statements, other than as required by law.*

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