

Tactical Resources Corp. Announces Share Consolidation

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[Tactical Resources Corp.](#) (TSX.V: RARE)(OTC PINK:USREF) ("Tactical" or the "Company"), a mineral exploration and development company, announces that, in connection with the Company's previously announced business combination (the "Business Combination") with Plum Acquisition Corp. III ("Plum"), and to ensure the resulting issuer ("New PubCo") satisfies applicable Nasdaq listing standards, the Company will consolidate its common shares (the "Shares") on the basis of five (5) pre-consolidation Shares for every one (1) post-consolidation Share (the "Consolidation") effective December 5, 2025.

The Company notes that, although its management information circular (the "Circular") and related proxy materials (the "Meeting Materials") mailed to shareholders ("Shareholders") in connection with the annual general and special meeting of Shareholders to be held at 10:00 a.m. (Vancouver time) on December 16, 2025 (the "Meeting") sought approval for a consolidation of up to twenty-five (25) to one (1), the Company's board of directors (the "Board") has determined that a ratio of five (5) to one (1) is sufficient based on the Company's trading price. The TSX Venture Exchange (the "TSXV") has approved effecting the Consolidation based on the proposed ratio by way of Board resolution, and the Company does not expect to effect any further share consolidation in connection with completion of the Business Combination.

The Consolidation will not affect the consideration payable to Company shareholders in connection with the Business Combination. Following completion of the Consolidation, Company shareholders will receive the same effective number of New PubCo shares as they would have received if the Consolidation had not been implemented and will retain the same proportionate ownership interest in New PubCo immediately following completion of the transaction.

The Business Combination remains subject to approval of the Company shareholders, court approval, stock exchange approval and other customary closing conditions. There can be no assurances that the Business Combination will be completed following the effectiveness of the Consolidation.

The Company name and trading symbol will remain unchanged after the Consolidation. The new CUSIP number will be 87357T300 and the new ISIN number will be CA87357T3001 for the post-Consolidation Shares.

Following the Consolidation, the Company expects to have approximately 7,345,379 Shares issued and outstanding, subject to adjustment for the treatment of fractional Shares.

No fractional Shares will be issued in connection with the Consolidation. Any fractional interest resulting from the Consolidation that is less than one-half (1/2) of a Share will be rounded down and cancelled, and any fractional interest that is equal to or greater than one-half (1/2) of a Share will be rounded up to one (1) whole Share.

The exercise price, conversion price and the number of Shares issuable under any of the Company's outstanding convertible securities, as applicable, will be proportionately adjusted upon the effectiveness of the Consolidation.

Registered shareholders who hold physical Share certificates will receive a letter of transmittal requesting that they forward pre-Consolidation Share certificates to the Company's transfer agent, Odyssey Trust Company in exchange for new Share certificates representing Shares on a post-Consolidation basis. Shareholders who hold their Shares through a broker or other intermediary and do not have Shares registered in their own name will not be required to complete a letter of transmittal.

About Tactical

Tactical is a mineral exploration and development company focused on U.S.-made rare earth elements used in semiconductors, electric vehicles, advanced robotics, and most importantly, national defense. The Company is also actively involved in the development of innovative metallurgical processing techniques to further unlock REEs development potential.

Ranjeet Sundher, Chief Executive Officer
Tel: +1-778-588-5483

For additional information, please visit www.tacticalresources.com.

The TSXV has in no way passed upon the merits of the Proposed Business Combination and has neither approved nor disapproved the contents of this press release. Neither the 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.

Forward-Looking Statements

This press release may contain certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") related to future events or Tactical's future business, operations, and financial performance and condition. Forward-looking statements normally contain words like "will", "intend", "anticipate", "could", "should", "may", "might", "expect", "estimate", "forecast", "plan", "potential", "project", "assume", "contemplate", "believe", "shall", "scheduled", and similar terms. Forward-looking statements are not guarantees of future performance, actions, or developments and are based on expectations, assumptions, and other factors that management currently believes are relevant, reasonable, and appropriate in the circumstances. Although management believes that the forward-looking statements herein are reasonable, actual results could be substantially different due to the risks and uncertainties associated with and inherent to Tactical's business. Additional material risks and uncertainties applicable to the forward-looking statements herein include, without limitation, the impact of general economic conditions, and unforeseen events and developments. This list is not exhaustive of the factors that may affect the Company's forward-looking statements. Many of these factors are beyond the control of Tactical. All forward-looking statements included in this press release are expressly qualified in their entirety by these cautionary statements. The forward-looking statements contained in this press release are made as at the date hereof, and Tactical undertakes no obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by applicable securities laws. Risks and uncertainties about the Company's business are more fully discussed under the heading "Risk Factors" in its most recent Annual Information Form. They are otherwise disclosed in its filings with securities regulatory authorities available on SEDAR at www.sedarplus.ca.

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