

Tailwind Capital Corporation Announces Proposed Qualifying Transaction

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CALGARY, May 15, 2020 - [Tailwind Capital Corporation](#) ("Tailwind") (TSXV:TW.P) is pleased to announce details concerning a proposed qualifying transaction involving a business combination with [Kairos Metals Corp.](#) ("Kairos"), a corporation incorporated under the laws of Alberta.

Overview of Kairos

Kairos is a reporting issuer incorporated in January 2018 under the laws of the Province of Alberta and currently has 25,266,704 common shares outstanding and no dilutive securities such as options or warrants outstanding. Kairos' principal business is the acquisition and exploration of mineral properties in Chile. Kairos holds a 100% interest in 10,396 hectares of mineral claims through its wholly owned Chilean subsidiary, Compañía Minera San Lorenzo Limitada. Those claims are divided into the "Salvadora" and the "Nancagua" claim groups or properties. Salvadora is a prospective copper-gold porphyry property and has been the subject of significant exploration efforts by Kairos since 2014 which includes significant sampling and geophysical surveying together with two exploration drilling programs totalling approximately 2,725 meters of drilling. Kairos has also conducted programs of surface sampling and geochemical analysis on Nancagua which is a prospective high grade epithermal gold-silver property.

Summary of the Proposed Transaction

Tailwind has entered into a non-binding Letter of Intent with Kairos dated May 14, 2020 (the "LOI") pursuant to which Tailwind and Kairos intend to complete a business combination (the "Transaction") to form a new company ("Newco") called "Kairos Metal Corp." or such other name as the Parties may agree. Pursuant to the proposed Transaction, (i) each one (1) issued and outstanding common shares of Kairos (the "Kairos Common Shares") will be exchanged for one (1) common shares of Newco (the "Newco Common Shares") at a deemed price of \$0.10 per Newco Common Share; (ii) each one and five-tenths (1.5) issued and outstanding common shares of Tailwind (the "Tailwind Common Shares"), of which 8,000,000 are currently issued and outstanding, will be exchanged for one (1) Newco Common Share; and (iii) each outstanding stock options and agents' options of Tailwind will be exchanged for one stock option or agents' option of Newco on an equivalent economic basis.

It is intended that the Transaction, when completed, will constitute Tailwind's "Qualifying Transaction" ("QT") in accordance with Policy 2.4 of the TSX Venture Exchange (the "Exchange"). A more comprehensive news release will be issued by Tailwind disclosing details of the Transaction, including the name change, financial information and reporting issuer history respecting Kairos, the names and backgrounds of all persons who will constitute insiders of Newco, the identity of all controlling shareholders of Newco, and information respecting sponsorship, once an agreement has been finalized and certain conditions have been met, including:

- i) satisfactory completion of due diligence; and
- ii) execution of the definitive agreement.

The Transaction will constitute a Non-Arm's Length Qualifying Transaction as defined by the policies of the Exchange as Al J. Kroontje is a significant shareholder of Tailwind and a director, officer and significant shareholder of Kairos. Tailwind will be seeking majority of the minority approval of the Transaction at a meeting of Tailwind shareholders. Trading in the Tailwind Common Shares has been halted and will be suspended, effective May 21, 2020, for failing to complete a QT within 24 months of its listing. Trading in the Tailwind Common Shares is not expected to resume trading until the Transaction is completed and requisite approvals by the Exchange have been obtained. The Transaction remains subject to approval by the Exchange and if completed Tailwind expects to be listed on the Exchange as a mining issuer.

Summary of the Proposed Private Placement

Pursuant to the LOI, the parties have agreed to use their "commercially reasonable efforts" to cause Tailwind

or Kairos to complete a private placement (the "Private Placement") of subscription receipts exercisable into Newco Common Shares (the "Subscription Receipts") at a price of \$0.10 per common share for gross proceeds of a minimum of \$600,000 and a maximum of \$1,000,000. The Private Placement may be conducted on a "brokered" or on a "non-brokered" basis and the parties may engage an agent or syndicate of agents (the "Agents") for the Private Placement. A commission of up to 7% of the gross proceeds raised may be paid to the Agents or to individual registrants (including selling group members) and payable upon closing of the Transaction. The commission shall be payable may exclude those subscribers that participate in the Private Placement that fall within the list of names submitted by Tailwind or Kairos. Further particulars of the Private Placement will be disseminated in a news release to be issued upon finalization of terms with an agent.

Forward Looking Information

Statements in this press release regarding Tailwind's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties, such as terms and completion of the proposed transaction. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.

Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of a binding definitive agreement relating to the Transaction, 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 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 press release.

For further information, please contact:

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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 news release.

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