



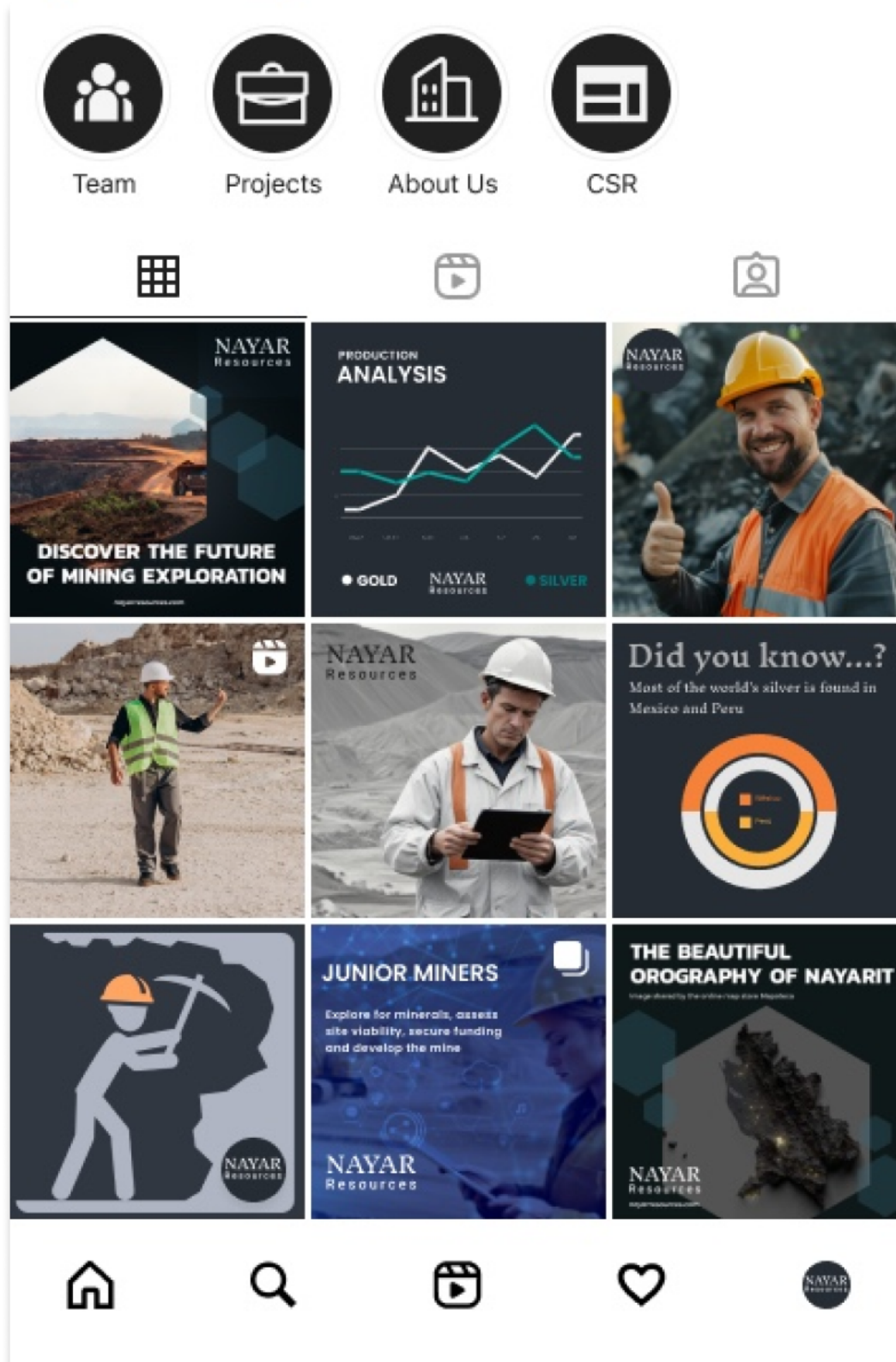
## PORTAFOLIO

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Liberando el Poder del Branding en Minería y Metales

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**Zacapa Resources**  
83 posts

Join CEO Adam Melnik for a live #we Dec 8 at 11 AM ET. Adam be delivering an #investor presentation and highlights of the exciting Company's plans for 2023.

Register here: [ow.ly/Ehfs50LXFhX](https://ow.ly/Ehfs50LXFhX)

[\\$ZACA](#) #JuniorMining #Copper #Gold



TSX.V: OCG OTCQX:OCGSF DB: MRG1

## #MeetTheBoard

Ana Milena Vasquez has 18 years of experience in the mining sector, including extensive Colombian expertise in mining, project permitting, corporate social responsibility, sustainability, strategic stakeholder engagement, government affairs and media management. She is co-founder and Vice President of Women in Mining Colombia and one of the 100 Global Inspirational Women In Mining 2020.



[outcropsilverandgold.com](https://outcropsilverandgold.com)

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Join Adam Melnik, CEO of ZACAPA RESOURCES for a

## LIVE WEBINAR

Thursday, December 8, 2022 @ 11:00am ET  
Presented by RBMG



**RBMG**

[zacaparesources.com](https://zacaparesources.com) TSXV: ZACA | OTCQB: ZACAF | DE: BH0



Will Be Participating At

## PDAC 2023

in Toronto, ON.  
March 5 - 8, 2023  
At Metro Toronto Convention Centre  
Booth #2928



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## Nayar Resources Ltd. announces merger agreement with Andina Minerals to create a leading exploration company

VANCOUVER, BC AND SANTIAGO, CHILE / ACCESSWIRE / September 3, 2024 / Nayar Resources Ltd. (TSXV) (OTCQB) is pleased to announce that it has entered into a definitive merger agreement dated September 3, 2024 with Andina Minerals Corp., under which Andina Minerals will acquire all issued and outstanding shares of Nayar Resources through a statutory plan of arrangement under the Business Corporations Act.

### STRATEGIC HIGHLIGHTS AND BENEFITS OF THE TRANSACTION

- ✓ The merger provides NYR Shareholders with an opportunity to own shares in a larger, more diversified exploration entity at an exchange ratio that implies a 35% premium to Nayar Resources' share price (based on the 20-day VWAP of each company).
- ✓ The combined entity will possess a diversified portfolio of exploration assets, providing significant upside potential for shareholders through increased access to capital markets.
- ✓ The Transaction consolidates Nayar Resources' and Andina Minerals' resources, creating synergies that will eliminate redundant administrative and operational costs.
- ✓ The newly formed company will benefit from a robust balance sheet, enabling aggressive exploration of existing and new high-potential projects across North and South America.

### Additional Details on the Transaction

The Transaction is anticipated to close in October 2024, subject to the satisfaction (or waiver) of certain conditions, including but not limited to receipt of all necessary regulatory approvals, including those from the Supreme Court of British Columbia and the TSXV, the assignment of the Highland Valley joint venture, and completion of the Debt Conversion.

Completion of the Transaction requires, among other things, approval by at least two-thirds of the votes cast by NYR Shareholders; if necessary, a simple majority of votes by NYR Shareholders, excluding votes of "related parties" and other votes required to be excluded under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions. A special meeting of NYR Shareholders to vote on the Transaction is expected to be held in October 2024 (the "Nayar Resources Meeting"). The Agreement includes standard covenants for transactions of this nature, including non-solicitation covenants.

### Forward-Looking Information

Certain statements in this press release constitute forward-looking information under applicable Canadian, United States, and other securities laws, including, without limitation, statements regarding the completion of the Transaction, the assignment of the Highland Valley joint venture, and the anticipated timing of approvals and other Transaction-related events.

These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results, level of activity, performance or achievements of Nayar Resources to be materially different from those expressed or implied by such forward-looking statements or forward-looking information.

### ADVISORS

For the Transaction, Nayar Resources has engaged Oakridge Partners LLP as its financial advisor and received a fairness opinion from it. Langley & Co. LLP is acting as legal counsel to Nayar Resources. Meanwhile, Andina Minerals is receiving legal advice from Barristers LLP.





NAYAR  
Resources

INVEST IN THE FUTURE TODAY

## Discover the future of mining exploration with Nayar Resources and Andina Minerals

Join the next big opportunity in mineral exploration and development across the Americas.

SIGN UP FOR MORE INFORMATION

### A strategic merger to power growth



INTRODUCTION TO THE PROJECT

Nayar Resources Ltd. and Andina Minerals Corp. have joined forces to create a leading mining exploration entity. This strategic merger combines our strengths to explore and develop high-potential projects across North and South America, offering investors a unique opportunity to participate in the growth of a diversified and robust company

SIGN UP TO LEARN MORE ABOUT THIS EXCITING OPPORTUNITY

#### Benefits for Investors

WHY INVEST IN THE NAYAR-ANDINA MERGER?

Access to a diversified portfolio of projects across the Americas  
Significant growth potential with a stronger, better-capitalized merged entity  
Increased shareholder value through cost reduction and operational synergies  
High return potential due to resource expansion and new exploration opportunities

LEAVE YOUR DETAILS FOR MORE INFORMATION

#### About Nayar Resources and Andina Minerals

THE COMPANIES BEHIND THIS TRANSFORMATIVE MERGER

Nayar Resources Ltd.: A Canadian-based exploration company focused on the identification and advancement of high-grade copper and gold projects in the Americas, committed to sustainable development and long-term value creation.

BE PART OF THIS TRANSFORMATION



#### Transaction Details

KEY DETAILS OF THE NAYAR-ANDINA MERGER

The merger between Nayar Resources Ltd. and Andina Minerals Corp. represents a strategic alignment aimed at creating a stronger exploration and development company with enhanced growth prospects. The combined entity will leverage its diversified portfolio and increased capital access to unlock significant value for investors.

INVEST IN THE FUTURE TODAY

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GET EXCLUSIVE INFORMATION







## Servicios

- Creación de logotipos personalizados e identidad visual
- Diseño, desarrollo y mantenimiento de sitios web
- Estrategia y optimización de redes sociales
- Presentaciones corporativas y hojas de datos
- Campañas de marketing en línea
- Posicionamiento estratégico de marca
- Landing pages
- Optimización de procesos de marketing





Para más información

[www.casvaz.com](http://www.casvaz.com)

[info@casvaz.com](mailto:info@casvaz.com)



+1 (778) 751-5603

