



1319472 B.C. LTD. ANNOUNCES PROPOSED REVERSE TAKEOVER BY ARETE E-COMMERCE GROUP

TORONTO, ONTARIO, CANADA, January 16, 2025 /EINPresswire.com/ -- 1319472 B.C. Ltd. (the "Company") is pleased to announce that on January 15, 2025, it entered into a letter agreement (the "Letter Agreement") with Arete E-Commerce Group LLC ("Arete"). The Letter Agreement outlines the proposed terms and conditions pursuant to which the Company and Arete will effect a business combination that will result in a reverse takeover of the Company by the securityholders of Arete (the "Proposed Transaction"). The Letter Agreement was negotiated at arm's length.

Transaction Details

The Proposed Transaction is currently anticipated to be structured as a form of merger the result of which will be that each common share of Arete will be exchanged for one common share (the "Resulting Issuer Shares") of the resulting issuer (the "Resulting Issuer"). The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both the Company and Arete.

Completion of the Proposed Transaction is subject to a number of conditions, which include, among others, receipt of all necessary third party consents and regulatory approvals, and conditional approval of the listing of the Resulting Issuer Shares on the TSX Venture Exchange.

In connection with the Proposed Transaction, the Company will be required to, among other things: (i) change its name to Arete E-Commerce Group LLC or such other name acceptable to applicable regulatory authorities; (ii) consolidate or split its outstanding shares; (iii) replace all directors and officers of the Company on closing of the Proposed Transaction with nominees of Arete; and (iv) if deemed necessary by Arete, adopt a new omnibus plan for the Resulting Issuer.

ABOUT ARETE E-COMMERCE GROUP LLC

Arete E-Commerce Group is in the e-commerce sector, specializing in products for health and beauty products. With a mission to enhance the online shopping experience, Arete utilizes advanced technology and a deep understanding of consumer needs to deliver top-notch

solutions. Their extensive product range includes skincare, cosmetics, dietary supplements, and personal care items, all meeting strict quality standards. Arete excels in backend operations, with in-house services like warehousing, inventory management, order processing, and shipping, backed by an efficient logistics infrastructure. Arete's user-friendly online platform makes browsing and purchasing seamless, while responsive customer support and proprietary fraud controls builds trust and lasting relationships. By leveraging data analytics, Arete continually refines its offerings to stay ahead of market trends. Overall, Arete E-Commerce Group is a trusted partner for health and beauty brands in the digital marketplace.

ABOUT 1319472 B.C. LTD.

1319472 B.C. Ltd. is a public company with no current activities or operations.

On behalf of the Board of Directors

Binyomin Posen
CEO, CFO, and Director
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Cautionary Statements

As noted above, completion of the Proposed Transaction is subject to a number of conditions. There can be no assurance that the Proposed Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the filing statement of to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. Forward-looking statements in this news release include but are not limited to statements regarding the Proposed Transaction and the completion thereof.

Forward-looking statements are based on certain assumptions regarding the Proposed Transaction, including, that the Proposed Transaction will be structured as an amalgamation; each common share of Arete will be exchanged for one Resulting Issuer Share; the final structure of the Proposed Transactions is subject to satisfactory tax, corporate and securities law advice for both the Company and Arete; the Company will receive all necessary third party consents and regulatory approvals, and conditional approval of the listing of the Resulting Issuer Shares

on the TSXV Venture Exchange; the Company will change its names to Arete E-Commerce Group LLC or such other name acceptable to applicable regulatory authorities; the Company will consolidate or split its outstanding shares; the Company will replace all directors and officers of the Company on closing of the Proposed Transaction with nominees of Arete; the Company will, if deemed necessary by Arete, adopt a new omnibus plan for the Resulting Issuer. While the Company considers these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements.

Forward-looking statements also necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; income tax and regulatory matters; and competition. Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect our expectations as of the date hereof, and thus are subject to change thereafter. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. This news release has been approved by the board of directors of the Company. Factors that could cause anticipated opportunities and actual results to differ materially include, but are not limited to, matters referred to above and elsewhere in the Company's public filings and material change reports that will be filed in respect of the Proposed Transaction, which are and will be available on SEDAR+.

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