Silvore Fox Minerals Corp. and Golden Share Mining Corporation Execute Amalgamation Agreement

30.05.2013 | Marketwired

MARKHAM, 05/30/13 - After many months of evaluating strategic alternatives to improve shareholder value, Silvore Fox Minerals Corp. (the "Corporation" or "Silvore Fox") (TSX VENTURE: SFX) has today entered into an amalgamation agreement (the "Agreement") with Canadian junior gold explorer Golden Share Mining Corporation ("Golden Share") (TSX VENTURE: GSH). The Corporation and Golden Share are collectively referred to herein as the "Parties".

Silvore Fox management believes the combination of the exploration assets owned by the Parties, along with the technical skills and financial strength that Silvore Fox's major shareholder, Beijing Donia Resources Co. Ltd. ("Beijing Donia"), has committed to the development of these assets, will make the combined entity much stronger than either of the companies would otherwise be on their own. It is believed this should ultimately benefit the current shareholders of both Silvore Fox and Golden Share.

The Parties intend to finalize a transaction pursuant to which Silvore Fox and Golden Share will merge into a new company ("Amalco") on the basis of one share of Amalco for every five shares held of Golden Share and Silvore Fox, respectively (herein, the "Transaction"). Each Party's board of directors has approved the Transaction, and both Parties will request approval from their respective shareholders' meetings currently expected to be held in mid-to-late July, 2013. The Transaction also remains subject to the approval of the TSXV.

The proposed new company, Amalco, would operate under the name Golden Share Mining Corporation and its common shares will be listed on the TSXV. Amalco would initially have four members on its Board of Directors. Two members will be appointed by Silvore Fox; Chairperson Ge (Anna) Mao (currently Vice President of Sinotech and General Manager of Beijing Donia) and Wenshan (Wilson) Zhang (currently Chief Geologist of Beijing Donia), along with two members appointed by Golden Share; Philippe Giaro (the current President of GSH) and Christian Guilbaud (currently a board member of GSH).

Mr. Philippe Giaro will head the new management team as President and Chief Executive Officer, while Laurence Huss will assume the role of Vice-President Exploration and Hua (Helen) Gao will become the Chief Financial Officer. Dr. Jingbin Wang, Chairman of the Board of both Beijing Donia and its parent company, Sinotech Mineral Exploration Co., Ltd., will join Amalco's Advisory Board.

Silvore Fox's Senior Management Commented

"We wish to thank our shareholders for their continued patience and support during this difficult period for junior explorers. The entire Silvore Fox team has been working diligently for many months to research and evaluate possible merger or acquisition targets that have the potential to improve shareholder value as the junior exploration market begins to recover. While we cannot predict when that market will again turn positive we can assure our shareholders that management is doing everything in its power to put Silvore Fox in a strong position to take full advantage of that opportunity when it arises. We believe this merger with Golden Share is a move that will do just that, for shareholders of both companies."

Dr. Wenshan Zhang

Chairman, Interim President and CEO Silvore Fox Minerals Corp.

Lock-Up Agreement

<u>Silvore Fox</u> has signed a Lock-Up Agreement with its major shareholder, Beijing Donia that, among other things, requires Beijing Donia to vote all of its shares in favour of the Transaction as outlined in the

28.04.2025 Seite 1/3

Agreement. GSH has similarly signed a Lock-Up Agreement with its major shareholder, <u>Lake Shore Gold Corp.</u> (TSX: LSG).

About Golden Share Mining Corporation

Golden Share Mining Corporation is a Canadian-based mining exploration company developing a promising portfolio of properties in the greenstone belts of eastern Canada, namely in the Val d'Or-Malartic, Red Lake and Shebandowan areas. Lake Shore Gold Corp., a Canadian emerging gold producer, holds a strategic 27.2% interest in Golden Share which is led by a technically focused management team strengthened by an experienced board of directors and a proven advisory board including successful geologists Roy Corrans and Sethu Raman as well as seasoned financier Anthony Frizelle. Golden Share's development strategy involves advancing a well balanced portfolio of gold properties in a politically stable environment with a history of gold endowment through systematic exploration, resource definition and acquisitions.

This press release contains "forward-looking information" within the meaning of applicable securities laws relating to the intentions of the Corporation. Readers are cautioned not to place undue reliance on the forward-looking information. Actual results and developments may differ materially from those contemplated by this forward-looking information. Such forward-looking information is based on current expectations that involve a number of known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed or implied by the forward-looking information. Factors that could cause actual results to differ materially from any forward-looking information include, but are not limited to, the risks of obtaining all necessary shareholder and regulatory approvals for the proposed merger, the risk that anticipated management and board members may not be available to participate in Amalco, the risk that funding for the company's operations cannot be obtained, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects, uncertainties relating to the interpretation of the geology, and unanticipated operational or technical difficulties and other factors. Such forward-looking information is based on a number of assumptions, including but not limited to, shareholder support for the merger, the availability of skilled labour, availability of equipment, and future capital and operating costs. Should one or more risks and uncertainties materialize or should any assumptions prove incorrect, then actual results could vary materially from those expressed or implied in the forward-looking information and accordingly, readers are cautioned not to place undue reliance on this forward-looking information. The Corporation does not assume the obligation to revise or update this forward-looking information after the date of this announcement or to revise such information to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

United States Shareholders

The Transaction described in this news release relates to common shares of a Canadian company. U.S. shareholders should be aware that the Transaction is subject to the disclosure requirements of Canada, which are different from those of the United States. The financial statements included or incorporated by reference in documents relating to the Transaction have been prepared in accordance with International Financial Reporting Standards accounting principles, and may be subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

The enforcement by shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that <u>Silvore Fox Minerals Corp.</u> is incorporated under the laws of Alberta and Golden Share Mining Corporation is incorporated under the federal laws of Canada, most of their respective officers and directors are residents of Canada and other foreign countries, and some or all of their respective assets and the assets of their respective officers and directors are located outside the United States. U.S. shareholders may not be able to sue a Canadian company or its officers and directors in a Canadian or other foreign court for violations of U.S. securities laws, and it may be difficult to compel a Canadian company and its affiliates to subject themselves to a U.S. court's judgment.

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.

Contacts:

SFX Investor Relations (905) 968-1154

28.04.2025 Seite 2/3

ir@silvorefox.com

Dieser Artikel stammt von Rohstoff-Welt.de Die URL für diesen Artikel lautet:

https://www.rohstoff-welt.de/news/150100--Silvore-Fox-Minerals-Corp.-and-Golden-Share-Mining-Corporation-Execute-Amalgamation-Agreement.html

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere AGB/Disclaimer!

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt! Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2025. Es gelten unsere <u>AGB</u> und <u>Datenschutzrichtlinen</u>.

28.04.2025 Seite 3/3