

# GoGold and Animas Announce Second Step Arrangement Agreement

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HALIFAX and VANCOUVER, March 7, 2014 /CNW/ - [GoGold Resources Inc.](#) (TSX: GGD) ("GoGold") and [Animas Resources Ltd.](#) (TSXV: ANI) ("Animas") announced today that Animas has entered into an agreement (the "Arrangement Agreement") with GoGold for a proposed arrangement (the "Arrangement"). The Arrangement constitutes the second step transaction for GoGold to acquire all the common shares of Animas ("Animas Shares") not deposited in the take-over bid it launched on January 23, 2014, which expired on February 28, 2014, and all other outstanding Animas securities. GoGold holds approximately 84.0% of the outstanding Animas Shares and all of the outstanding Animas share purchase warrants (representing approximately 82.8% of the Animas Shares (on a fully diluted basis)).

Under the terms of the Arrangement Agreement, holders of Animas Shares will receive \$0.07 in cash and 0.0851 of a common share of GoGold (each a "GoGold Share") for each Animas Share (for a deemed offer price of \$0.15 for each Animas Share based on the closing price of GoGold Shares on December 27, 2013 (the "Offer Price")), and one GoGold Share for each \$0.94 of cumulative in-the-money value of Animas options ("Animas Options"), calculated using the Offer Price, rounded down to the nearest whole GoGold Share.

Under the terms of the Arrangement, Animas and GoGold have agreed to apply for an interim order of the Supreme Court of British Columbia to convene a special meeting of Animas' shareholders to vote on the proposed Arrangement. The independent members of Animas' board have received an opinion from their financial advisor, Edgecrest Capital Corporation, that the consideration payable to Animas shareholders in the Arrangement is fair, from a financial point of view, to the shareholders of Animas (other than GoGold). Based on their own analysis and various other factors, including the fairness opinion, the independent members of Animas' board unanimously approved the transaction and have recommended that shareholders vote in favor of the Arrangement. The special meeting is expected to be scheduled for April 16, 2014, with a March 13, 2014 record date. Animas' motion for the interim order is expected to be heard on March 14, 2014. GoGold is committed in the Arrangement Agreement to vote all of its Animas Shares it owns in favor of the Arrangement.

Subject to the interim order, full details of the transaction will be included in a management information circular, which is expected to be filed by Animas with the Canadian securities regulatory authorities and mailed to Animas shareholders in the week of March 24, 2014. The circular will also contain full details on the terms of the proposed plan of arrangement, the factors considered by Animas' independent directors as well as a summary and complete copy of Edgecrest's fairness opinion.

GoGold's counsel for the Arrangement is Fasken Martineau DuMoulin LLP and its corporate counsel is JESSOMELAW. Animas' counsel is McCullough O'Connor Irwin LLP.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval.

## **GoGold Forward-Looking Statement**

*Except for statements of historical fact, this news release contains certain "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws including statements regarding the terms of the Arrangement and timing of the Arrangement. Such forward-looking information and forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to known and unknown risks, uncertainties and assumptions that could cause actual results to vary materially from the anticipated results or events predicted in these forward-looking information or forward-looking statements, including: GoGold's assessment of the effect of the Arrangement on GoGold, Animas and Animas' shareholders; the satisfaction of any conditions to the Arrangement; the timing and prospects for shareholder approval; regulatory restrictions; the continuance of GoGold and its subsidiaries as a going concern; general economic and market conditions; mineral prices; the accuracy of mineral resource estimates and the speculative nature of mineral exploration. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking information or forward-looking statements. As a*

*result, readers are cautioned not to place undue reliance on these forward-looking information or forward-looking statements. The forward-looking information and forward-looking statements contained in this news release are made as of the date of this release. Except as required by applicable law, GoGold disclaims any intention and assumes no obligation to update or revise any forward-looking information or forward-looking statements, whether as a result of new information, future events or otherwise. For additional information with respect to risk factors applicable to GoGold, reference should be made to GoGold's continuous disclosure materials filed from time to time with securities regulators, including, but not limited to, GoGold's Annual Information Form.*

*This release does not constitute an offer to sell or a solicitation of an offer to buy of any of GoGold's securities in the United States.*

### **Animas Forward-Looking Statement**

*This press release contains "forward-looking information" which may include, but is not limited to, statements with respect to Animas' management information circular, plans, projections, estimates and expectations. Such forward-looking statements reflect Animas' current views with respect to future events and are subject to certain risks, uncertainties and assumptions, including, the risks and uncertainties outlined in our most recent financial statements and reports and registration statement filed with the Canadian securities administrators (available at [www.sedar.com](http://www.sedar.com)). Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. The factors which could cause actual results or events to differ materially from current expectations include, but are not limited to: actions taken by GoGold; actions taken by Animas' shareholders in respect of the Arrangement; the possible effect of the Arrangement on Animas' business; and other factors identified and in Animas' filings with applicable Canadian securities regulatory authorities filed on SEDAR and available at [www.sedar.com](http://www.sedar.com).*

*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 release.*

### **About GoGold**

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### **About Animas**

For additional information, contact [Animas Resources Ltd.](http://www.animasresources.com) at 604-687-6197, or you may register to receive future news releases at [www.animasresources.com](http://www.animasresources.com).

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