

# Golden Share Obtains Shareholder Approval for Merger With Silvore Fox at July 25, 2013 Special Meeting

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MONTREAL, QUEBEC--(Marketwire - Jul 25, 2013) - [Golden Share Mining Corp.](#) ("Golden Share" or the "Company") (TSX VENTURE:GSH) is pleased to announce that at the special shareholder meeting held on July 25, 2013, shareholders have approved the merger transaction (the "Transaction") with [Silvore Fox Minerals Corp.](#) ("Silvore Fox"; jointly the "Parties") as previously announced on May 30<sup>th</sup> 2013. Additionally, the Company has also received approval from shareholders on all proposed resolutions. Silvore Fox has simultaneously received approval from its shareholders for the Transaction during its annual and special shareholder meeting in Toronto also on July 25, 2013.

As previously announced on May 31, 2013, the Parties have now finalized a transaction under which Silvore Fox is merging with Golden Share on the basis of one share of the new company ("Amalco") for each five existing shares of each of Golden Share and Silvore Fox. Amalco will retain the name [Golden Share Mining Corp.](#) and will also retain the trading symbol GSH on the TSX Venture Exchange.

Amalco's Board of Directors is comprised of four members, two members appointed by Silvore Fox (Ge (Anna) Mao, Vice President of Sinotech and General Manager of Beijing Donia, as Chairperson and Wenshan (Wilson) Zhang, Chief Geologist of Beijing Donia) and two members appointed by Golden Share (Philippe Giaro and Christian Guilbaud). The new management team includes Philippe Giaro as President and Chief Executive Officer, Laurence Huss as Vice-President Exploration and Hua (Helen) Gao as Chief Financial Officer.

Dr. Jingbin Wang, Chairman of the Board of Sinotech, joins Mr. Anthony Frizelle and Dr. K. Sethu Raman on Amalco's Advisory Board.

Golden Share would like to thank Mr. Florent Baril and Mr. Roy Corrans for their support and active contributions to the Company since its inception in 2007. Golden Share wishes them continued success in their future endeavors.

In connection with the Transaction, Amalco has paid a finder's fee consisting of \$1,696 and 447,293 common shares, to be issued in three separate and equal tranches on the closing date, its six-month anniversary and its one-year anniversary.

Golden Share's merger with Silvore Fox seeks to leverage the input of Sinotech Minerals Exploration Co. Ltd. ("Sinotech"), a leading Chinese mineral exploration and development company. Sinotech is a 50.03% shareholder of Beijing Donia Resources Co. Ltd. ("Beijing Donia"), a cornerstone investor in Silvore Fox. By virtue of the Transaction, Beijing Donia becomes Amalco's largest shareholder with approximately 21.9% of its issued and outstanding shares.

Sinotech recognizes the value of Golden Share's well balanced portfolio of gold properties located in Quebec and Ontario and sees the merged entity as an ideal platform to further develop its activities in exploration and development of precious metals in North America, and notably in Eastern Canada, a politically stable environment with a history of gold endowment.

Sinotech's new structure was established in 2004 with the clear objective to become a leading emerging metal producer. Its headquarters are located in Beijing and Sinotech currently owns more than one hundred minerals projects all over the world with direct involvement in the development of over twenty subsidiary companies. Sinotech has established partnerships with all major Chinese gold producers. It currently

operates four mines in China for a variety of metals including gold, silver, copper, lead, zinc, molybdenum and iron generating a revenue over Yuan 500 M (\$US 81 M) per year. In addition, two other mines are currently under construction. On the exploration front Sinotech has invested over Yuan 800 M (\$US 130 M) in mainland China over the past three years. Overseas, Sinotech has been actively pursuing exploration and mining opportunities with strategic direct and indirect investments in four TSXV and two ASX listed, well-funded, junior explorers developing projects for gold, base metals and nickel in Africa and North America. For further details please see the Sinotech April 2013 corporate presentation on: <http://www.goldenshare.ca>.

Amalco has also issued a total of 151,000 common shares to Philippe Giaro, Laurence Huss and Christian Guilbaud to compensate them for voluntarily accepted temporary reductions in their compensation of 20% in Mr. Giaro's case and 40% in the other cases. Each of Mr. Giaro and Mr. Guilbaud received 56,000 shares and Ms. Huss received 39,000, all at a deemed issue price of \$0.25. This issuance received disinterested shareholder approval at Golden Share's meeting held on July 25, 2013. The hold period applicable to these shares expires on December 1, 2013.

The Transaction remains subject to the approval of the TSX Venture Exchange.

### **Forward-Looking Statements**

Forward-looking statements included or incorporated by reference in this document include statements with respect to the completion of the Transaction and Amalco's investors, financial position and management team following the Offer. Although Golden Share believes the expectations reflected in these forward-looking statements are based on reasonable assumptions, they can give no assurances that these expectations will be achieved. Factors that could cause actual results to differ materially from expectations include the effects of general economic conditions, the price of metals, actions by government or regulatory authorities, additional financing requirements and competitive pressures. These expectations and factors, as well as others, are more fully discussed in the Company's filings with Canadian securities regulatory authorities and, in particular, the Company's information circular dated June 21, 2013 available on SEDAR.

### **United States Shareholders**

The Transaction 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, 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 Silvore Fox is incorporated under the laws of Alberta and Golden Share 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.

**FOR MORE INFORMATION, CONSULT:** <http://www.goldenshare.ca>

**OR OUR FACEBOOK PAGE AT:**

<http://www.facebook.com/#!/profile.php?id=100001472712018&v=wall>

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.

## Contact

[Golden Share Mining Corp.](#)

Philippe Giaro

President & CEO

1-514-866-4224 or 32-473-52-30-29

phgiaro@skynet.be or info@goldenshare.ca

[www.goldenshare.ca](http://www.goldenshare.ca)

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