

# Dacha Strategic Metals Inc. announces results of annual and special meeting of shareholders

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TORONTO, Aug. 11, 2014 - [Dacha Strategic Metals Inc.](#) (TSX-V: DSM) ("Dacha") announced that at its annual and special meeting of shareholders that was held earlier today, Dacha's shareholders overwhelmingly approved resolutions relating to:

- the previously announced transaction pursuant to which Merus Labs International Inc. ("Merus") (TSX: MSL, NASDAQ: MSLI) will acquire from Dacha, in exchange for common shares of Merus ("Merus Shares") priced at \$1.70 per share, a new subsidiary to be incorporated by Dacha ("Newco") and to which Dacha will contribute a minimum of \$6 million cash by way of equity subscriptions (the "Newco Sale"); and
- a proposed share capital reorganization to be implemented immediately following the Newco Sale (the "Share Capital Reorganization") that will result in all of Dacha's outstanding common shares being redeemed in exchange for Merus Shares.

At the meeting, shareholders also re-elected Dacha's existing directors, re-appointed Dacha's auditor and ratified Dacha's existing stock option plan.

Dacha expects that the Newco Sale and the Share Capital Reorganization will be completed on or about August 13, 2014. Dacha will announce the final redemption price for its common shares and the number of Merus Shares to be delivered in satisfaction of the redemption price upon completion of the Newco Sale and the Share Capital Reorganization. Following completion of these transactions, Dacha will apply to be delisted from the TSX Venture Exchange and to cease to be a reporting issuer for Canadian securities law purposes.

## Forward-Looking Statements

This release contains certain "forward looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information include, but are not limited to, statements with respect to the Newco Sale and the Share Capital Reorganization, receipt of the requisite regulatory and shareholder approvals in respect thereof, Dacha's intention to distribute the Merus Shares to its shareholders and wind up its operations thereafter and the number of Merus Shares that will be available for distribution. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of Dacha to control or predict, that may cause Dacha's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to: the risk that the transaction will not be approved by the Toronto Stock Exchange, the TSX Venture Exchange or Nasdaq; risks and uncertainties related to the transactions not being completed in the event that the other conditions precedent thereto are not satisfied; uncertainties regarding the number and value of Merus Shares that will be owned by Dacha upon completion of the Newco Sale and the amount of the Holdback Liabilities (as defined in Dacha's management information circular (the "Circular") dated July 11, 2014) and other related risks and uncertainties. Dacha undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

Completion of the sale of Newco to Merus is subject to a number of conditions, including TSX Venture Exchange acceptance and shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Circular, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Dacha should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

## Contact

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