

G Mining Ventures Corp. Mails Joint Management Information Circular Special Committee

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And Board of Directors unanimously recommend that Shareholders vote FOR the Arrangement with Reunion Gold

- Annual general and special shareholders meeting to be held on July 9, 2024, to approve the Arrangement with Reunion Gold
- GMIN Special Committee and Board unanimously recommend voting FOR the Arrangement
- Voting support agreements signed by GMIN insiders and shareholders who in the aggregate own approximately 60% of GMIN common shares outstanding
- La Mancha and Franco-Nevada making concurrent equity investment of up to \$60 million priced at C\$2.279/share, in addition to La Mancha's intention to purchase up to \$10 million of GMIN shares in the open market (once the circular is filed).

BROSSARD, June 13, 2024 - [G Mining Ventures Corp.](#) ("GMIN" or the "Corporation") (TSX: GMIN) (OTCQX: GMINF) announced today that it has filed its joint management information circular (the "Circular") and related materials for its annual general and special meeting (the "Meeting") of the holders of common shares in the capital of GMIN (the "GMIN Shareholders") to be held at the offices of Blake, Cassels & Graydon LLP, in the St. Laurent Boardroom, located at 1 Place Ville Marie, Suite 3000, Montreal, Québec H3B 4N8, on July 9, 2024 at 10:00 a.m. (EDT).

Concurrently, Reunion Gold Corporation ("Reunion Gold") has filed the joint management information circular and related materials for its annual general and special meeting of securityholders to be held on July 9, 2024 at 10:00 a.m. (EDT).

At the Meeting, GMIN Shareholders will be asked to consider and vote on, among other things, a special resolution (the "Arrangement Resolution") approving a statutory plan of arrangement, subject to the terms and conditions of an arrangement agreement dated April 22, 2024, and amended effective as of June 7, 2024 (the "Arrangement Agreement"), entered into among GMIN, Reunion Gold and Greenheart Gold Inc. (formerly 15963982 Canada Inc.) ("Spinco").

Pursuant to the Arrangement Agreement, a new entity will be incorporated to hold and manage the combined business of GMIN and Reunion Gold ("New GMIN"), which will acquire (i) all of the issued and outstanding common shares in the capital of GMIN (each whole share, a "GMIN Share") and (ii) all of the issued and outstanding common shares in the capital of Reunion Gold (each whole share, a "Reunion Gold Share") by way of a proposed plan of arrangement under Section 192 of the Canada Business Corporations Act, in an all-equity business combination transaction (the "Arrangement").

Immediately following the completion of the Arrangement:

- GMIN Shareholders will receive 0.25 of a common share of New GMIN (each whole share, a "New GMIN Share") for each GMIN Share held;
- Holders of Reunion Gold Shares (the "Reunion Gold Shareholders") will receive 0.07125 of a New GMIN Share and 0.05 of a common share of Spinco for each Reunion Gold Share held;
- Reunion Gold will assign and transfer to Spinco all of its assets other than the Oko West Project, including C\$15 million in cash which GMIN has agreed to fund;
- Existing GMIN Shareholders and Reunion Gold Shareholders will own approximately 57% and 43%, respectively, of New GMIN on a fully-diluted in-the-money basis prior to the concurrent equity financing; and
- New GMIN and Reunion Gold Shareholders will own 19.9% and 80.1%, respectively, of the outstanding common shares of Spinco.

The Arrangement will require approval by (i) at least two-thirds (66.67%) of the votes cast by GMIN Shareholders present in person or represented by proxy at the Meeting, (ii) a majority of the votes cast by GMIN Shareholders present in person or represented by proxy at the Meeting, excluding the votes attached to the GMIN Shares held by La Mancha Investments S.à r.l. ("La Mancha") and its related parties and joint actors in accordance with Section 8.1(2) of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions; and (iii) pursuant to Sections 611(c) and 611(g) of the TSX Company Manual, a majority of the votes cast by the GMIN Shareholders present in person or represented by proxy at the Meeting.

Directors and members of senior management of GMIN, as well as GMIN's three largest shareholders, La Mancha, Eldorado Gold Corporation and Franco-Nevada Corporation ("Franco-Nevada"), who in aggregate own approximately 60% of the outstanding GMIN Shares, have entered into voting support agreements pursuant to which they have agreed to vote their shares in favor of the Arrangement and any other transactions contemplated by the Arrangement Agreement.

The GMIN Special Committee of the Board and its Board of Directors (subject to abstentions by those directors who are not independent of the relevant transactions) unanimously recommend that GMIN Shareholders vote FOR the Arrangement Resolution.

GMIN Private Placements

Subject to the terms and conditions of subscription agreements entered into between GMIN and each of La Mancha and Franco-Nevada, the approval by the GMIN Shareholders at the Meeting and the approval of the Toronto Stock Exchange (the "TSX"), immediately prior to the effective time of the Arrangement, each of La Mancha and Franco-Nevada will subscribe for such number of GMIN Shares as is equal to, in the case of La Mancha, \$25 million, which may be increased to \$35 million in La Mancha's sole discretion, and, in the case of Franco-Nevada, \$25 million (collectively, the "GMIN Private Placements").

La Mancha also intends to purchase up to an additional \$10 million of GMIN shares in the open market. GMIN has agreed to temporarily waive La Mancha's standstill obligation, allowing La Mancha to increase its ownership beyond 25.0% until the closing of the Transaction, or termination of the Subscription Agreement. La Mancha's decision to make purchases of GMIN shares will be at its discretion and will be subject to market conditions, the price of GMIN shares and applicable securities law and stock exchange requirements. Following completion of the Transaction, it is expected that La Mancha's shareholding will decrease from approximately 25% in GMIN to approximately 18.7% in New GMIN (calculated on a basic shares outstanding basis).

The price per GMIN Share under the GMIN Private Placements is expected to be C\$2.279, being the 5-day volume weighted average price of the GMIN Shares on the TSX as of April 19, 2024, the day immediately preceding the announcement of the Arrangement.

The closing of the GMIN Private Placements is subject to the subscription price payable thereunder being approved by a majority of the votes cast by the GMIN Shareholders present in person or represented by proxy at the Meeting, excluding the votes attached to the GMIN Shares held by La Mancha and Franco-Nevada and their associates and affiliates (the "GMIN Private Placements Resolution").

Receipt of Interim Order

GMIN is also pleased to announce that the Ontario Superior Court of Justice (Commercial List) (the "Court") has granted an interim order dated June 7, 2024 providing for the calling and holding of the Meeting and other procedural matters relating to the Arrangement.

Completion of the Arrangement remains subject to, among other things, the approval of the Arrangement Resolution at the Meeting, applicable regulatory approvals (including the TSX approval) and receipt of the final order of the Court for the Arrangement. The Corporation anticipates the Arrangement to close on or about July 15, 2024.

Other Matters to be Considered at the Meeting

In addition to the Arrangement Resolution and the GMIN Private Placements Resolution, the Meeting will be held for the following purposes:

1. to receive and consider the annual consolidated financial statements of GMIN for the financial year ended December 31, 2023 and the external auditors' report thereon;
2. to elect the directors of GMIN for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP as the independent auditors of GMIN and to authorize the directors to fix the auditors' compensation;
4. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution ratifying and confirming certain amendments to the by-laws of GMIN; and
5. to transact such further or other business as may properly come before the Meeting and any adjournments or postponements thereof.

GMIN has obtained the approval of the Court and the TSX to postpone its annual general meeting beyond June 30, 2024 to July 9, 2024, in order that the above matters may be combined with the special meeting called to approve the Arrangement.

Mailing of the Circular and related meeting materials has commenced and GMIN Shareholders should receive them shortly. All of the meeting materials can be downloaded from GMIN's website at <https://gmin.gold/en-US/investors/AGM> and also from GMIN's issuer profile on SEDAR+ at www.sedarplus.ca.

Voting

If you have any questions or need more information about voting your GMIN Shares, please contact GMIN's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, by telephone at 1-888-518-1557 (toll-free in North America) or at 1-416-623-2516 (collect call and text enabled outside North America), or by email at contactus@kingsdaleadvisors.com. Shareholders can also easily access all meeting materials and information on voting their GMIN shares on GMIN's voting microsite at www.gminvotes.com.

About [G Mining Ventures Corp.](#)

[G Mining Ventures Corp.](#) (TSX: GMIN) (OTCQX: GMINF) is a mining company engaged in the acquisition, exploration and development of precious metal projects, to capitalize on the value uplift from successful mine development. GMIN is well-positioned to grow into the next mid-tier precious metals producer by leveraging strong access to capital and proven development expertise. GMIN is currently anchored by its flagship Tocantinzinho Gold Project in mining friendly and prospective State of Pará, Brazil.

Additional Information

For further information on GMIN, please visit the website at www.gminingventures.com.

Cautionary Statement on Forward-Looking Information

All statements, other than statements of historical fact, contained in this press release constitute "forward-looking information" and "forward-looking statements" within the meaning of certain securities laws and are based on expectations and projections as of the date of this press release. Forward-looking statements contained in this press release include, without limitation, those related to (i) the Meeting to be held on July 9, 2024; (ii) the approval of the Arrangement and of the GMIN Private Placements by GMIN Shareholders; (iii) the GMIN Private Placements being completed immediately prior to the effective time of the Arrangement; (iv) the Arrangement to close on July 15, 2024; (v) the state of things immediately following the completion of the Arrangement, notably the ownership of New GMIN by GMIN Shareholders and Reunion Gold Shareholders, respectively; (vi) La Mancha's intention to purchase up to \$10 million of GMIN Shares in the open market; (vii) the price per GMIN Share under the GMIN Private Placements expected to be C\$2.279; and (viii) more generally, the section entitled "About [G Mining Ventures Corp.](#)".

Forward-looking statements are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Corporation as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, those underlying the statements in the "About [G Mining Ventures Corp.](#)" section.

Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. There can be no assurance that, notably but without limitation, the Corporation will (i) bring the Tocantinzinho Project into commercial production within budget in the second half of 2024, or at any time thereafter, or (ii) grow into the next intermediate producer, as future events could differ materially from what is currently anticipated by the Corporation. There can neither be any assurance that (i) the GMIN Shareholders will vote in favor of the Arrangement and of the GMIN Private Placements; (ii) the GMIN Private Placements will be completed; (iii) the Arrangement will close; and (iv) the outcome of the Arrangement will be as set out in this press release, as future events could differ materially from what is currently anticipated by the Corporation.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements and those made in the Corporation's other filings with the securities regulators of Canada including, but not limited to, the cautionary statements made in the relevant sections of the Corporation's (i) Annual Information Form dated March 27, 2024, for the financial year ended December 31, 2023, and (ii) Management Discussion & Analysis. The Corporation cautions that the foregoing list of factors that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

All amounts are in USD unless stated otherwise

SOURCE [G Mining Ventures Corp.](#)

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