

GrowMax Resources Files Management Information Circular and Issues Letter to Shareholders Regarding Transformative Transaction

29.08.2018 | [GlobeNewswire](#)

TORONTO, Aug. 29, 2018 - [GrowMax Resources Corp.](#) (the "Company" or "GrowMax Resources") (TSX-V: GRO) filed its management information circular (the "Circular"), on Tuesday, in preparation for its annual and special meeting of Shareholders (the "Meeting") to be held on September 25, 2018.

At the Meeting, shareholders will be asked to consider and approve a number of items of business including the previously announced (on August 28, 2018) proposed acquisition (the "Proposed Acquisition") of PrimaSea Holdings Ltd. ("PrimaSea"), which, through its wholly-owned subsidiary (Fertimar Mineracao e Navegacao Ltda.), is an established producer of lithothamnion-based animal feed and plant fertilizer products in Brazil.

Pursuant to the transaction, the Company will acquire all the issued and outstanding shares of PrimaSea in exchange for 50% of the common shares of GrowMax Resources, representing an approximate 30% premium over GrowMax's 60-day volume weighted average price. This Proposed Acquisition has been unanimously approved by GrowMax's Board of Directors (the "Board") and already has the support of the holders of over 32% of GrowMax shares.

In conjunction with the Circular, the Company is mailing a letter to shareholders (see attached PDF) detailing the benefits of the Proposed Acquisition. PrimaSea brings with it several significant value drivers including near-term cash flow, long-term growth and value potential, and a strengthened management team with a track record of managing successful companies.

Vote Your BLUE Proxy to Keep GrowMax on the Right Track

To benefit from the PrimaSea transaction and to grow value, shareholders are encouraged to vote only their BLUE proxy for all of management's resolutions including FOR management's director nominees and FOR the Proposed Acquisition. The deadline to vote is 10:00 a.m. (Calgary time), being 12:00 p.m. (Toronto time), Friday, September 21, 2018.

Voting is now open. Becoming a voter is fast and easy. Follow the instructions on the attached Voting Table.

If you have questions or need help voting contact Kingsdale Advisors at 1-866-581-1479 or contactus@kingsdaleadvisors.com. There is a team standing by to help.

Further information on the Proposed Acquisition and the Meeting is described in detail in the Circular which is available at the Company's website and issuer profile at www.sedar.com.

Advisors

Bordeaux Capital Inc. is acting as financial advisor to GrowMax in connection with the Acquisition. As noted above, Bordeaux has also provided an opinion to the GrowMax Board with respect to the fairness to GrowMax of the exchange basis for the Acquisition. Bordeaux is to receive financial advisory fees in

connection with the Acquisition and providing its opinion, which are described in the Circular for the upcoming 2018 Shareholder Meeting.

Kingsdale Advisors is acting as strategic shareholder, proxy solicitation, and communications advisor to GrowMax. McCarthy Tetrault LLP and Lobo & de Rizzo Advogados are acting as Canadian and Brazilian legal advisors to GrowMax, respectively.

Cassels Brock & Blackwell LLP and Castro, Barros, Sobral, Gomes Advogados are acting as Canadian and Brazilian legal advisors to the vendors, respectively.

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About GrowMax Resources Corp.

[GrowMax Resources Corp.](#) is a publicly listed Canadian company holding exploration assets bearing phosphate and potassium-rich brine resources on its Bayovar Property, which is located in the Sechura Desert in northwestern Peru.

GrowMax has been focusing its efforts on leveraging its existing balance sheet to consolidate junior fertilizer assets in Latin America, targeting projects with favorable margins and generating cash flow. The Company's vision is to become a prominent player in the Latin American fertilizer industry.

Forward Looking Information

Certain statements contained in this news release may constitute "forward-looking information" as such term is used in applicable Canadian and US securities laws. Any information or statements contained herein that express or involve discussions with respect to predictions, expectations, plans, projections, objectives, assumptions or future events should be viewed as forward-looking information. Such information relate to analyses and other information that are based upon forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Such forward-looking information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of GrowMax to be materially different than those results, performance or achievements expressed or implied by such forward-looking information.

In particular statements (express or implied) contained herein regarding the following should be considered as forward-looking information: the SPA and the anticipated benefits of the Proposed Acquisition; GrowMax's goals, growth, plans, strategies and objectives; GrowMax's exploration and development activities; the consolidation of junior fertilizer assets; global price indicators; opportunities in the specialty fertilizer and/or nutrient space; the ability to target projects with favorable margins and generating cash flow; becoming a leading producer of fertilizer products and a prominent player in the Latin American fertilizer industry.

Additional forward-looking information is contained in the Company's most recent Annual Report, and

reference should be made to the additional disclosures of the assumptions, risks and uncertainties relating to such forward-looking information in that document.

There is no assurance that such forward-looking information will prove to be accurate as actual results and future events could vary or differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements contained in this news release. This cautionary statement expressly qualifies the forward-looking statements contained herein.

Forward-looking information is based on management's beliefs, expectations, estimates and opinions on the date statements are made and GrowMax undertakes no obligation to update forward-looking information and whether the beliefs, expectations, estimates and opinions upon which such forward-looking information is based has changed, except as required by applicable law.

Further Cautionary Statement

Completion of the Proposed Acquisition is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance and shareholder approval. Where applicable, the Proposed Acquisition cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Acquisition 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 Proposed Acquisition may not be accurate or complete and should not be relied upon. Trading in securities of GrowMax should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Acquisition and has neither approved nor disapproved the contents of this news release.

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 THE RELEASE.

PDF documents accompanying this announcement are available at:

<http://resource.globenewswire.com/Resource/Download/6239bb35-0140-4b64-822e-d6188a4b6cc5>

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