

# Viva Gold Files Special Meeting Materials in Connection With Proposed Arrangement With Golden Predator Mining Corp.

05.04.2021 | [ACCESS Newswire](#)

VANCOUVER, April 5, 2021 - [Viva Gold Corp.](#) (TSXV:VAU)(OTCQB:VAUCF) ("Viva" or the "Company") is pleased to announce that it has filed and commenced mailing of materials to the shareholders of Viva (the "Shareholders"), including the management information circular of the Company dated March 25, 2021 (the "Circular"), for the special meeting of Viva Shareholders (the "Meeting") to be held on May 3, 2021 in connection with the proposed acquisition by [Golden Predator Mining Corp.](#) ("GPY") (TSXV:GPY)(OTCQX:NTGSF), of all of the issued and outstanding common shares of the Company ("Viva Shares") by way of a plan of arrangement ("Arrangement").

Materials for the Meeting, including the Circular, are available on SEDAR at [www.sedar.com](http://www.sedar.com) and are available on the Company's website at <https://vivagoldcorp.com/special-meeting>.

## Benefits of the Arrangement

- Attractive Premium: A 35% to Shareholders over the 20-day VWAP, and 35% to the 30-day VWAP of the Viva Shares as at March 1, 2021.
- Future Growth: The Arrangement provides Shareholders the opportunity to continue to participate in the future growth of Viva's Tonopah Gold Project, as well as in a larger entity with stronger growth potential from a more diversified asset base supported by the financial resources available to GPY to develop such asset base.
- Fairness Opinion: The Viva Board received an Evans & Evans Opinion to the effect that, as of March 1, 2021, the consideration to be received by Shareholders pursuant to the Arrangement is fair, from a financial point of view, to Shareholders.
- Increased Liquidity: The Arrangement is anticipated to provide Shareholders with increased liquidity by the receipt of GPY Shares for their existing Viva Shares, due to GPY's larger market capitalization and access to capital.
- Significantly strengthened management and leadership team: An enhanced GPY management team with balanced and complimentary skillsets with proven mine building capacity and in-house technical expertise to advance projects.
- Cost Synergies and Enhanced balance sheet: Reduced overhead combined with a good cash position and marketable securities.

## THE CONSIDERATION

1.60 Class A Common Shares of GPY for each Viva Share held (the "Consideration"). The Consideration represents a 35% premium to the 30-day volume weighted average price of the Viva Shares as of March 1, 2021.

## BOARD RECOMMENDATION

After a recommendation from a Special Committee to the Board, the board of directors of Viva (the "Board") voted in favor of this Arrangement. As a result, the Board recommends that Viva Shareholders vote in favor of the Arrangement.

## THE NEW COMBINED TEAM

On closing of the Arrangement, subject to TSX Venture Exchange approval, the directors of GPY will consist of: William Sheriff (Executive Chair); James Hesketh (Chief Executive Officer); two nominees selected by Viva and three nominees selected by GPY. Management of GPY will consist of James Hesketh, President and Chief Executive Officer, Steven Krause, Chief Financial Officer, and Michael Maslowski, Chief Operating Officer.

The Board recommends that Shareholders

## vote FOR the Arrangement

Your vote is important regardless of the number of Viva Shares you own. As a Shareholder, it is very important that you read the Circular and related materials with respect to the Meeting carefully and then vote your Viva Shares.

### Viva Meeting

The Meeting will be held on May 3, 2021 at 2:00 p.m. (Vancouver Time), at #302 - 8047 199 Street, Langley BC V2Y-0E2, Canada.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass a special resolution approving the Arrangement. The Circular contains a detailed description of the Arrangement, as well as certain additional information relating to Viva.

## YOUR VOTE IS IMPORTANT - PLEASE VOTE TODAY

### Shareholder Questions and Assistance

If you have any questions or require assistance voting your Viva Shares, please contact our proxy solicitation agent, Laurel Hill Advisory Group, at 1-877-452-7184 toll-free in North America, or outside North America at +1 416 304-0211, or by e-mail at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

### Forward-Looking Information Caution:

This news release contains forward-looking statements, within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and within the meaning of applicable Canadian provincial securities legislation. Forward-looking statements are statements that are not historical facts, including, without limitation, statements regarding the proposed acquisition of Viva by GPY by way of the Arrangement, included possible benefits of that transaction for Viva Shareholders. Although the Company believes that such statements are reasonable based on current circumstances, it can give no assurance that such expectations will prove to be correct. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information, future events or otherwise, except as required by law or the policies of the TSX Venture Exchange. Readers are encouraged to review the Company's complete public disclosure record on SEDAR at [www.sedar.com](http://www.sedar.com) for further information regarding the Company's business and the risks associated therewith.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons, as such term is defined in Regulation S under the Securities Act ("Regulation S"), except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act.

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