

# TVI Pacific Inc. and TG World Energy Corp. Announce Revisions to Terms of Proposed Arrangement

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CALGARY, ALBERTA -- (Marketwire - Jan. 17, 2011) - [TVI Pacific Inc.](#) ("TVI") (TSX:TVI) (OTCQX:TVIPF) and [TG World Energy Inc.](#) ("TG") (TSX VENTURE:TGE) announced today that they have entered into an amending agreement which provides for certain revisions to the terms of the arrangement agreement entered into between them on December 23, 2010. Among other things, the amending agreement changes the exchange ratio associated with the proposed arrangement. Under the revised terms, TG World shareholders will be entitled to receive 0.458 of a common share of TVI for each TG World common share held as of the effective date of the arrangement.

The revision to the exchange ratio was agreed to in light of recent developments affecting the Philippines oil and gas assets of TG World and, in particular, the decision of the operator of the Philippines concession to abandon the Tindalo well and to release the drilling rig that the joint venture participants were planning to use to complete the next well contemplated by the plan of development.

Negotiations concerning the amended terms of the proposed arrangement were conducted on behalf of TVI by an independent special committee of the TVI Board of Directors consisting of Messrs. C. Brian Cramm and Jan Horejsi and on behalf of TG World by an independent special committee of the TG World Board of Directors consisting of Messrs. Wayne Thomson, Gordon Hoy, David Moscovitz and Michael Ames.

The TG World Board of Directors, on the unanimous recommendation of its independent special committee, has determined that the proposed arrangement, as revised, is in the best interests of TG World and TG World shareholders and has resolved to recommend that TG World securityholders vote in favour of the proposed arrangement. Management and the directors of TG World and certain other shareholders, who beneficially own or exercise control or direction over approximately 3% of the issued and outstanding TG World common shares, and options entitling them to purchase up to an aggregate of approximately 3,950,000 TG World common shares, have entered into support agreements with TVI under which such persons have agreed to vote their TG World common shares in favour of the proposed arrangement, as revised.

Jennings Capital Inc., financial advisor to TG World, has provided a verbal opinion to the TG World Board of Directors that, as of January 16, 2011 and subject to the assumptions and limitations contained therein, the revised terms of the proposed arrangement are fair, from a financial point of view, to TG World shareholders.

Upon completion of the proposed arrangement, as revised, TVI Pacific will have approximately 620.8 million common shares issued and outstanding, of which current TVI Pacific shareholders will own approximately 91% and former TG World shareholders will own approximately 9%.

The total value of the proposed transaction to TVI Pacific has been estimated at \$10.3 million, consisting of a combination of cash invested on December 30, 2010 in connection with the purchase of TG World common shares and a TG World convertible note and the common shares of TVI Pacific to be issued upon completion of the proposed arrangement, as revised (with each such TVI Pacific common share having an ascribed value equal to TVI Pacific's 20 day volume weighted average trading price of \$0.122).

## About TVI Pacific Inc. (TSX:TVI) (OTCQX:TVIPF)

[TVI Pacific Inc.](#) is a publicly-traded copper producer focused on the production, development, exploration and acquisition of precious and base metal mining deposits in the Philippines. The Company's interest in the Canatuan Mine and its other Philippine assets are held through its affiliate, TVI Resource Development (Phils.), Inc.

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## **About TG World Energy Corp. (TSX VENTURE:TGE)**

[TG World](#) is a Calgary-based, junior international oil and gas company with exploration, development and production operations in the Philippines, Alaska and Niger.

TG World (BVI) Corp. (a wholly-owned subsidiary of TG World) is partnered with operator Nido Petroleum Ltd., Kairiki Energy Ltd. and Trafigura Ventures III BV in a joint venture for Service Contract 54A in the North West Palawan Basin of the Philippines.

TG World Energy Inc. (a wholly-owned subsidiary of TG World) is partnered with operator Brooks Range Petroleum Corp., Alaska Venture Capital Group, Brooks Range Development Corp. and Ramshorn Investments Inc. in a joint venture that is pursuing oil and gas opportunities on the Central North Slope of Alaska.

TG World Petroleum Ltd. (a wholly-owned subsidiary of TG World) is partnered with operator CNPCIT, a unit of the China National Petroleum Company, in the Ténéré Block oil and gas concession in the Republic of Niger, Africa.

## **READER ADVISORY – FORWARD-LOOKING STATEMENTS**

*This news release contains certain forward-looking information (referred to herein as "forward-looking statements") within the meaning of applicable Canadian securities laws. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "plan", "intend", "estimate", "expect", "may", "will", "should", or similar words suggesting future activities, circumstances or outcomes. In particular, this news release contains forward-looking statements relating to: (1) TVI Pacific's proposed acquisition of TG World; (2) share exchange ratios associated with the proposed arrangement between TVI Pacific and TG World; and (3) the anticipated outstanding share capital of TVI Pacific following the completion of the proposed arrangement and anticipated ownership levels.*

*Forward-looking statements are based upon the opinions and expectations of management of TG World as at the effective date of such statements and, in some cases, information supplied by third parties. Although TG World believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and that information received from third parties is reliable, it can give no assurance that those expectations will prove to have been correct. Forward-looking statements are subject to certain risks and uncertainties that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. These factors include, but are not limited to, such things as completion risks in respect of the proposed arrangement, changes in general economic conditions in Canada, the United States and elsewhere, changes in operating conditions (including as a result of weather patterns), the volatility of prices for oil, gas, base metals, precious metals and other commodities, commodity supply and demand, fluctuations in currency and interest rates, inherent risks associated with the exploration, development and production of oil and gas (including mechanical and environmental problems), inherent risks associated with the exploration, development and production of base and precious minerals (including mechanical and environmental problems), timing, results and costs of exploration and development activities, availability of financial resources or third-party financing, availability of equipment, materials, services and personnel, defaults by counterparties, reliance upon operators in the case of non-operated properties and projects, and new laws and regulations (domestic and foreign).*

*Forward-looking statements concerning the proposed acquisition of TG World by TVI Pacific are based upon the terms of the December 23, 2010 arrangement agreement entered into between TG World and TVI Pacific, as amended (the "Arrangement Agreement") and that all necessary shareholder, court and regulatory approvals required in connection with the proposed arrangement are obtained on terms satisfactory to TVI Pacific and TG World. Forward-looking statements concerning share exchange ratios associated with the proposed arrangement are based upon the terms of the Arrangement Agreement. Forward-looking statements concerning the anticipated outstanding share capital of TVI Pacific following the completion of the proposed arrangement and anticipated ownership levels are based upon the existing outstanding share capital of TVI Pacific, the existing outstanding share capital of TG World and the terms of the Arrangement Agreement.*

*The forward-looking statements contained in this news release are made as of the date hereof and TG World does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable Canadian securities laws. The forward-looking statements contained herein are expressly qualified by this cautionary statement.*

*The Toronto Stock Exchange has neither approved nor disapproved of the information contained herein.*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the*

*TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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