

Orko Silver Corp. Mails Meeting Materials

18.03.2013 | [Marketwired](#)

VANCOUVER, 03/18/13 - [Orko Silver Corp.](#) ("Orko" or the "Company") (TSX VENTURE: OK) (PINKSHEETS: OKOFF) (FRANKFURT: OG3) announces that it has obtained an interim order of the court and mailed its information circular to its shareholders in connection with the special meeting to take place on April 10, 2013 to consider and vote on the proposed transaction with [Coeur d'Alene Mines Corporation](#) ("Coeur"). The proposed transaction requires the approval of at least 66 2/3% of the votes cast by Orko shareholders at the special meeting.

Included in the information circular is the unanimous recommendation by the Orko Board of Directors that Orko shareholders vote FOR the Arrangement.

The transaction involves the acquisition by Coeur of all of the issued and outstanding common shares of Orko (the "Orko Shares") by way of a plan of arrangement (the "Arrangement"). Under the terms of the Arrangement, Orko shareholders may elect to receive in exchange for each Orko Share:

- 0.0815 common shares of Coeur ("Coeur Shares") and C\$0.70 cash and 0.01118 warrants to purchase Coeur Shares ("Coeur Warrants");
- 0.1118 Coeur Shares and 0.01118 Coeur Warrants, subject to pro-ratio as to the number of Coeur Shares if the total number of Coeur Shares elected by Orko shareholders exceeds approximately 11.6 million; or
- C\$2.60 in cash and 0.01118 Coeur Warrants, subject to pro-ratio as to the amount of cash if the total cash elected by Orko shareholders exceeds C\$100 million.

Following announcement of the Arrangement, Coeur and Orko have agreed to certain changes to the proposed transaction which are described in the information circular. In particular, the parties agreed not to proceed with an exchangeable share structure. In addition, the parties agreed that the Coeur Warrants will be exercisable on a cashless basis only. This means that, on exercise of Coeur Warrants, the holder will receive that number of Coeur Shares equal to the in-the-money amount of the Coeur Warrants at the time of exercise divided by the market price of the Coeur Shares at time of exercise, all as described in greater detail in the information circular. As a result of the cashless exercise feature, Coeur will no longer be required to file an S-1 registration statement in respect of the Coeur Shares underlying the Coeur Warrants, such that the Coeur Warrants will be exercisable immediately upon closing for a period of four years.

The proposed transaction contemplates that the Coeur Shares and Coeur Warrants issued upon consummation of the Arrangement will be exempt from the registration requirements of the United States Securities Act of 1933, as amended (the "Securities Act") pursuant to Section 3(a)(10) thereof and the issuance of the Coeur Shares upon the exercise of the Coeur Warrants will be exempt from the registration requirements of the Securities Act pursuant to Section 3(a)(9) thereof. Consequently, the Coeur Shares, Coeur Warrants and Coeur Shares issued upon the exercise of the Coeur Warrants will not be registered under the Securities Act or under any U.S. state securities laws. This news release shall not constitute an offer to sell or a solicitation of an offer to purchase the Coeur Shares or Coeur Warrants or any other securities, and shall not constitute an offer, solicitation or sale in any jurisdiction, province or state in which such an offer, solicitation or sale would be unlawful.

Attention Orko shareholders:

Be sure to vote your proxy before Monday, April 8, 2013 at 10:00 AM (Vancouver Time)

For more information and assistance in voting your proxy, please contact Kingsdale Shareholder Services Inc. at 1-888-518-6812 or by email at contactus@kingsdaleshareholder.com.

ABOUT ORKO

[Orko Silver Corp.](#) is developing one of the world's largest undeveloped primary silver deposits, La Preciosa, located near the city of Durango, in the State of Durango, Mexico.

ON BEHALF OF THE BOARD OF ORKO SILVER CORP.

Gary Cope
President & CEO

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This News Release may contain forward-looking statements, including but not limited to comments regarding the completion of the transactions contemplated herein and the various steps thereto, including filing and mailing of shareholder documents and holding a shareholder meeting, the value of Orko shares and the value or liquidity of Coeur Shares or Coeur Warrants. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements and Orko undertakes no obligation to update such statements, except as required by law. 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 this release.

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Die URL für diesen Artikel lautet:

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