

# Premier Royalty Inc. Announces Completion of Arrangement With Sandstorm Gold

04.10.2013 | [Marketwired](#)

TORONTO, Oct 4, 2013 - [Premier Royalty Inc.](#) (TSX:NSR) ("Premier Royalty" or the "Company") is pleased to announce today the completion of the previously announced plan of arrangement (the "Arrangement") under Section 182 of the Business Corporations Act (Ontario) pursuant to which [Sandstorm Gold Ltd.](#) ("Sandstorm") acquired 100% of the outstanding common shares of Premier Royalty ("Premier Shares"), other than the Premier Shares currently owned by Sandstorm.

Under the Arrangement, Premier Royalty shareholders are entitled to receive common shares of Sandstorm (the "Sandstorm Shares") on the basis of 0.145 of a Sandstorm Share for each Premier Share held. Each holder of warrants or options of Premier Royalty outstanding immediately prior to the effective time of the Arrangement are entitled to receive 0.145 of a Sandstorm Share on subsequent exercise of such warrant or option, as applicable, for the same aggregate consideration payable for such warrant or option. Shareholders of Premier Royalty voted overwhelmingly in favour of the transaction at the special meeting of shareholders held on September 30, 2013 and Premier Royalty received final court approval on October 3, 2013. For further details of the Arrangement, see Premier Royalty's press release dated August 14, 2013.

In connection with the Arrangement, Premier Royalty has applied for the delisting of the Premier Shares from the Toronto Stock Exchange and will apply to the applicable securities regulatory authorities for an exemption from certain requirements applicable to reporting issuers under Canadian securities laws.

In order to receive Sandstorm Shares, registered holders of Premier Shares must deliver a properly completed letter of transmittal (the "Letter of Transmittal") and certificate(s) representing their Premier Shares, along with any other required documents, to Computershare Investor Services Inc. ("Computershare") at the address specified in the Letter of Transmittal. The Letter of Transmittal was mailed to the registered shareholders of Premier Royalty along with the management information circular dated September 9, 2013 (the "Circular") and is also available under Premier Royalty's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or by contacting Computershare directly. The Letter of Transmittal is for use by registered holders of Premier Shares only and is not to be used by non-registered beneficial holders of Premier Shares (the "Beneficial Shareholders"). A Beneficial Shareholder does not hold Premier Shares in its own name and such shares are held by an intermediary. Beneficial Shareholders should contact their intermediary for instructions and assistance in delivering certificates representing Premier Shares and receiving the Sandstorm Shares for such Premier Shares.

## About Premier Royalty Inc.

With a current cash balance of \$31.8 million, the Company is well positioned for accretive growth. Premier Royalty's current royalty portfolio also features cash flow from several producing gold mines including:

- 1.5% NSR on the Emigrant Springs Mine operated by [Newmont](#) on the Carlin Trend in Nevada, USA
- 1% NSR on the Thunder Creek Deposit of the Timmins West Mine operated by [Lake Shore Gold Mines](#) in Timmins, Canada
- 1% NSR on the Mine Waste Solutions (MWS) tailings processing facility operated by [AngloGold Ashanti](#) near Johannesburg, South Africa
- 1% NSR on the Gualcamayo Mine operated by [Yamana Gold Inc.](#) in San Juan Province, Argentina
- 1.5% NSR on the San Andres Mine in Honduras and the Sao Vicente and Sao Francisco Mines in Brazil, operated by [Aura Minerals Inc.](#)

Premier Royalty Inc. also has a number of other promising earlier stage exploration and development royalties in its growth pipeline and is actively assessing other potential royalty acquisitions and corporate development opportunities in stable jurisdictions

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:**

*This news release includes certain information that may constitute "forward-looking information" under applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information relating to the business and future activities of Premier Royalty. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including the risks identified in Premier Royalty's annual information form dated March 28, 2013. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. All forward-looking information contained in this press release is given as of the date hereof and is based upon the opinions and estimates of management and information available to management as at the date hereof. Premier Royalty disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.*

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Die URL für diesen Artikel lautet:

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