

THEMAC Resources Group Ltd. Share Option Re-Pricing, Amendment to Option Plan, and Adoption of Advance Notice By-Law

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VANCOUVER, BRITISH COLUMBIA -- (Marketwired - Nov. 15, 2013) - [THEMAC Resources Group Limited](#) (TSX VENTURE:MAC) ("THEMAC" or the "Company") wishes to announce that, subject to the approval of the TSX Venture Exchange (the "TSXV"), the Company has determined to re-price outstanding options held by directors, officers, employees and consultants of the Company for the purchase of an aggregate of 3,177,513 common shares of the Company, having an exercise price of \$0.37 to \$0.68 per share and expiry dates in 2016, 2017 and 2018. These stock options will be repriced to have an exercise price of \$0.15 per share in order to more accurately reflect the current market price of the Company's shares, and to provide an incentive to the Board and the Company's employees to further the Company's corporate objectives. Amendment of the exercise price of the options is subject to the approval of the TSXV. Pursuant to the policies of the TSXV, repriced options for the purchase of 2,576,011 common shares held by insiders will be subject to disinterested shareholder approval at the annual meeting of the shareholders of the Company scheduled for December 19, 2013 (the "AGM"). None of the repriced options may be exercised at the amended exercise price pending TSXV acceptance of the share option repricing.

Amendment to Option Plan

In addition to the foregoing, the Company has determined to amend its 10% rolling stock option plan to instead adopt a fixed number option plan. Under the amended plan, a fixed number of shares will be reserved for issue, being 15,060,024 common shares, approximately 20% of the currently issued and outstanding shares of the Company. The amended plan will be subject to the approval of the shareholders at the AGM, and the TSXV.

Adoption of Advance Notice By-Law

The Company also announces that the Board has approved a new by-law to provide for advance notice provisions (the "Advance Notice By-Law") which require that advance notice be provided to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a proposal in accordance with the provisions of the Business Corporations Act (Yukon) (the "Act"); or (ii) a requisition of the shareholders made in accordance with the provisions of the Act.

The purpose of the Advance Notice By-Law is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. In addition, the Advance Notice By-Law should assist in facilitating an orderly and efficient meeting process. The Advance Notice By-Law provide shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice By-Law fix a deadline by which holders of common shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice By-Law is in full force and effect and will be placed before shareholders at the AGM for

ratification. For purposes of the AGM, in accordance with the terms of the Advance Notice By-Law, the Board has determined that notice of nominations of persons for election to the Board at the AGM must be made by November 18, 2013. Such notice must be in the form, and given in the manner, prescribed by the Advance Notice By-Law.

About THEMAC Resources Group Limited

THEMAC is a copper development company with a strong management team which acquired the Copper Flat copper-molybdenum-gold-silver project in New Mexico, USA in May 2011. We are committed to bringing the closed copper mine, Copper Flat, in Sierra County, New Mexico back into production with innovation and a sustainable approach to mining development and production, local economic opportunities and the best reclamation practices for our unique environment. The Company is listed on the TSX Venture Exchange (ticker: MAC) and has issued share capital of 75,300,122 common shares (fully diluted share capital 132,537,777).

For more information please visit www.themacresourcesgroup.com or review the Company's filings on SEDAR (www.sedar.com).

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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