

# **Chaparral Gold Announces Filing and Mailing of Notice of Change to Directors' Circular**

30.07.2014 | [CNW](#)

SCOTTSDALE, AZ, July 29, 2014 /CNW Telbec/ - [Chaparral Gold Corp.](#) ("Chaparral" or the "Company") (TSX: CHL) announced today that it has filed with the Canadian regulators, and has mailed to its shareholders (the "Shareholders"), an updating notice of change to the Company's directors' circular (the "Notice of Change") in response to the revised hostile take-over bid (the "Revised Offer") made by Waterton Precious Metals Fund II Cayman, LP ("Waterton") on July 17, 2014 to acquire 100% of the common shares of the Company (the "Common Shares") at C\$0.55 per share in cash.

The Notice of Change contains the unanimous recommendation of the Company's board of directors (the "Board") that the Chaparral Shareholders **REJECT** the Revised Offer by Waterton and **DO NOT TENDER** their Common Shares.

The Board's recommendation to Shareholders to **REJECT THE REVISED OFFER** is based on numerous factors, including the recommendation of the special committee of independent directors (the "Special Committee") and an opinion provided by the Company's financial advisor, Maxit Capital LP, with respect to the financial inadequacy of the Revised Offer by Waterton. The full text of the opinion is attached as Schedule "A" to the Notice of Change.

The Board urges the Company's Shareholders to read the Notice of Change in its entirety. A copy of the Notice of Change will be available on SEDAR ([www.sedar.com](http://www.sedar.com)) under the Company's profile.

The following is a summary of the principal reasons listed in the Notice of Change for the Board's recommendation that Shareholders **REJECT** the Revised Offer by Waterton and **DO NOT TENDER** their Common Shares:

- The Revised Offer implies **INSUFFICIENT** value for the Company's mineral properties;
- The Revised Offer is
- ~~These~~ ~~the~~ reasons, the Board unanimously recommends that Shareholders **REJECT** the Revised Offer and Nevada and
- ~~NOT TENDER~~ their Common Shares to the Revised Offer. Shareholders who have already ~~tendered~~ the Company's estimated Common Shares to the Revised Offer and wish to withdraw them, may do so by following the ~~withdrawal~~ procedures provided in Section 7 of the Waterton Offering Circular.
- ~~Significantly~~ approximately US\$500 million mineral properties receivables to fund V

## **Cautionary Statements:**

Some of the statements contained in this release are "forward-looking statements" within the meaning of Canadian securities law requirements, including statements relating to the Eureka smelter site issue, in Nevada; of potential higher value proposals for the Company and in respect of the Company's Goldfield property. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from anticipated results include risks and uncertainties such as: risks relating to a potential resolution of the Eureka smelter site issue and permitting activities at Goldfield. Except as required pursuant to applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/178832--Chaparral-Gold-Announces-Filing-and-Mailing-of-Notice-of-Change-to-Directorsund039-Circular.html>

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