

# NMC Resource Enters Into Arrangement Agreement for Going Private Transaction

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VANCOUVER, December 08, 2014 - Further to the news release dated November 25, 2014, [NMC Resource Corporation](#) (TSX VENTURE: NRC) ("NMC Resource" or the "Company") is pleased to announce that it has entered into a formal arrangement agreement (the "Arrangement Agreement") with Dong Won Corporation ("Dong Won").

Under the Arrangement Agreement, subject to satisfaction of the conditions therein, Dong Won will purchase all of the outstanding common shares of the Company, other than shares held by Dong Won and KTB 2007 Private Equity Fund ("KTB"), at a price of \$0.20 per common share by way of a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement"). In addition, under the Arrangement, all of the outstanding options of the Company will be transferred to Dong Won and cancelled.

As previously disclosed, the terms of the Arrangement were considered and reviewed by Bruce Durham as an independent committee of the board of directors. The independent committee engaged Evans & Evans, Inc. (the "Advisor") to prepare a valuation of all of the issued and outstanding shares of the Company and to consider the fairness of the offer from Dong Won, from a financial point of view, to the shareholders of the Company other than Dong Won and KTB. The Advisor was of the opinion that the shares of the Company have a value in the range of \$0.17 to \$0.19 per share. The committee, based on the valuation and fairness opinion, recommended to the board of directors to enter into a formal arrangement agreement with Dong Won and recommend to the shareholders to vote in favour of the Arrangement at a duly called shareholders' meeting.

All of the directors and officers of NMC Resource, in addition to KTB, who collectively own directly or indirectly or exercise control or direction over approximately 21% of the outstanding common shares of the Company have agreed to vote their common shares in favour of the Arrangement. In addition, all option holders have agreed to surrender and cancel their outstanding options in the Company in accordance with the Arrangement.

The Arrangement is subject to applicable shareholder, court, stock exchange and regulatory approvals, including, but not limited to, the approval by not less than two-thirds of the votes cast by NMC Resource common shareholders at a special meeting of the Company being called to consider the Arrangement (the "Special Meeting") and the approval by the "majority of the minority", being a majority of the votes cast by shareholders other than Dong Won, KTB, their affiliates or other shareholders whose votes may not be included in determining minority approval pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions.

The record date for the determination of shareholders of the Company entitled to receive notice of and to vote at the Special Meeting is January 2, 2015. The Special Meeting is expected to be held on or about February 6, 2015.

The Arrangement Agreement provides, among other things, that the Company will use its commercially reasonable efforts to solicit proxies in favour of the Arrangement and the Company will not take any action that would be expected to materially impede the completion of the Arrangement. In addition, Dong Won has the right to match any competing "Superior Proposal" (as defined in the Arrangement Agreement). The board of directors of the Company may withdraw its recommendation for the Arrangement and accept and recommend a competing "Superior Proposal", if after giving Dong Won an opportunity to match any such proposal, the board determines, in good faith, that it is necessary for the board to make such recommendation to properly discharge its fiduciary duties.

Following completion of the Arrangement, the Company intends to have its common shares de-listed from the TSX Venture Exchange and the Company will apply to cease to be a reporting issuer under applicable securities laws.

Copies of the Arrangement Agreement and certain related documents will be available on the System for Electronic Document Analysis and Retrieval (SEDAR) website at [www.sedar.com](http://www.sedar.com). Further details regarding the Arrangement will be contained in the information circular for the Special Meeting which will be mailed to shareholders of the Company and filed on SEDAR in due course.

## About NMC Resource Corporation

[NMC Resource Corporation](#) (TSX VENTURE: NRC) is a mining company with two molybdenum assets: NMC Moland in South Korea and Boss Mountain Mine ("Boss Mountain") in British Columbia, Canada. NMC Moland started commercial production in April 2010 and has been in production with improved production profile every year. Boss Mountain is a past molybdenum producer. The Company has an option agreement on Boss Mountain with Glencore Canada Corporation to earn 100% interest by spending 3 million Canadian dollars among other requirements.

On behalf of the board of NMC Resource Corporation

Per: "Do Hyung Kim"

Do Hyung Kim; President, Chief Executive Officer and Director

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*Forward-Looking Statements: This news release includes certain forward-looking information and forward-looking statements (collectively "Forward-Looking Statements") concerning the future performance of the Company's business, operations and financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Specifically, this news release includes Forward-Looking Statements regarding that under the Arrangement Agreement, subject to satisfaction of the conditions therein, Dong Won will purchase all of the outstanding common shares of the Company, other than shares held by Dong Won and KTB 2007 Private Equity Fund ("KTB"), at a price of \$0.20 per common share by way of a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement"), that under the Arrangement, all of the outstanding options of the Company will be transferred to Dong Won and cancelled, that the record date for the determination of shareholders of the Company entitled to receive notice of and to vote at the Special Meeting is January 2, 2015, that the Special Meeting is expected to be held on or about February 6, 2015, and that following completion of the Arrangement, the Company intends to have its common shares de-listed from the TSX Venture Exchange and the Company will apply to cease to be a reporting issuer under applicable securities laws. Forward-Looking Statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-Looking Statements are based on the current opinions and expectations of management. All Forward-Looking Statements are inherently uncertain and subject to a variety of risks and uncertainties, including the speculative nature of mineral exploration and development generally and specifically in respect of the interpretation of the geology, continuity, grade and size of mineral deposits, unanticipated operational or technical difficulties, fluctuating commodity prices, competitive risks and the availability of financing, changes in laws or regulations, changes in the financial markets and changes in general economic conditions, as described in more detail in our recent securities filings available at [www.sedar.com](http://www.sedar.com). Such Forward-Looking Statements are based on a number of assumptions, including but not limited to the level and volatility of the price of molybdenum, the availability of financing, the accuracy of reserve and resource estimates and the assumptions on which those estimates are based and the ability to achieve and maintain certain operational efficiencies. Should one or more risks and uncertainties materialize or should any assumptions prove incorrect, then actual events or results may differ materially from those expressed or implied in the Forward-Looking Statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these Forward-Looking Statements, except as required by applicable law.*

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