

# Sabre Graphite Corp. and DraftTeam Fantasy Sports Inc. Announce Plan of Arrangement

10.12.2014 | [Marketwired](#)

CALBARY, Dec. 9, 2014 - [Sabre Graphite Corp.](#) ("Sabre") (TSX VENTURE:SAG) and DraftTeam Fantasy Sports Inc. ("DraftTeam") (CSE:DFS) are pleased to announce they have entered into an arrangement agreement dated December 9, 2014 (the "Arrangement Agreement") with respect to a combination of both companies (the "Transaction") whereby Sabre will acquire all of the issued and outstanding common shares of DraftTeam. Under the terms of the Arrangement Agreement, DraftTeam shareholders will receive 0.4667 of a common share of Sabre ("Sabre Share") for every one common share of DraftTeam ("DraftTeam Share") held. As of the effective date of the Transaction, all outstanding DraftTeam warrants and options will remain outstanding and will continue to be governed by the terms and provisions of the warrant certificates and option commitments, respectively; however, the holder will be entitled upon the exercise thereof to receive Sabre Shares based on the above noted exchange ratio. The Transaction will be considered a Change of Business of Sabre in accordance with Policy 5.2 of the TSX Venture Exchange (the "TSXV").

The Transaction will be undertaken by means of a plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia). Following completion of the Transaction, Sabre will issue approximately 16,444,000 Sabre Shares to DraftTeam shareholders, at a deemed price of \$0.15 per Sabre Share for aggregate deemed consideration of \$2,466,600, excluding any Sabre Shares issuable on exercise of existing DraftTeam warrants and options, which will constitute approximately 39% of the then outstanding Sabre Shares.

The Arrangement Agreement contemplates that DraftTeam will hold a meeting of its shareholders on or prior to March 15, 2015 (the "DraftTeam Meeting") to permit shareholders to vote on the Arrangement.

The board of directors of DraftTeam unanimously supports the Transaction, has determined that the Transaction is in the best interest of DraftTeam and recommends that the shareholders of DraftTeam vote in favour of the Transaction. Certain officers and directors of DraftTeam, who collectively hold approximately 4% of the issued and outstanding DraftTeam Shares, have agreed to vote their DraftTeam Shares in favour of the Transaction at the DraftTeam Meeting.

DraftTeam is incorporated under the Business Corporations Act (British Columbia) and is listed on the Canadian Securities Exchange (the "CSE"). DraftTeam provides digital media services focusing on daily and weekly fantasy sports, online games, social media and web content. DraftTeam has developed proprietary software which allows users to create fantasy teams from the player rosters of actual sports leagues and then use their teams to compete against other users in various categories such as points scored, yards gained, goals, assists or home runs registered, depending on the specific sport. The DraftTeam.com website currently offers daily and weekly skill based fantasy sports games for the four major sports in North America, which includes NFL, NBA, NHL and MLB. DraftTeam also offers a variety of entry fee contest options for its members to play, in addition to free roll tournaments to attract new members to the site. DraftTeam charges a management fee from all entry fees collected on the website. Financial information for DraftTeam can be found under DraftTeam's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

After completion of the Transaction, Sabre intends to carry on the business of DraftTeam and expects to have available working capital in the amount of approximately \$2,000,000 and approximately 42,528,000 Sabre Shares outstanding. The executive management group of Sabre, led by David M. Antony as Chief Executive Officer and Charidy Lazorko as Chief Financial Officer, will manage the combined company with the addition of Michael Young, the current President of DraftTeam, and Kyle Johnstone, as manager of Product Development.

The Arrangement Agreement includes non-solicitation covenants (subject to the fiduciary obligations of the board of directors of DraftTeam and the right of Sabre to match any Superior Proposal, as defined in the Arrangement Agreement). The Arrangement Agreement, among other things, provides for non-completion fees of up to \$250,000 payable by Sabre and DraftTeam in the event the Transaction is not completed or is terminated by either party in certain circumstances. The Arrangement Agreement provides that completion of the Transaction is subject to certain customary closing conditions and deliveries, including the receipt of all required regulatory approvals (including the approval of the TSXV and the CSE), the approval of the shareholders of DraftTeam and the approval of the Supreme Court of British Columbia. The Transaction is anticipated to close in the first quarter of 2015.

In connection with the Transaction, Sabre has agreed to provide DraftTeam with a secured loan in the amount of \$250,000 to allow DraftTeam to continue with key activities and obligations until the Arrangement is completed. The loan will be repayable on or before May 31, 2015 and bear interest at a rate of 10% per annum.

Complete details of the terms of the Transaction are set out in the Arrangement Agreement, which will be filed by each of Sabre and DraftTeam on SEDAR and will be available for review under each of Sabre and DraftTeam's profiles at [www.sedar.com](http://www.sedar.com).

Sabre intends to apply to the TSXV for an exemption from sponsorship requirements. There is no assurance that such exemption will be granted.

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### **Forward-Looking Information**

*This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this press release contains forward looking statements and information concerning the combined company's business activities, working capital and anticipated benefits from the Transaction. The forward-looking statements and information are based on certain key expectations and assumptions made by Sabre and DraftTeam, including the timing of receipt of regulatory and shareholder approvals.*

*Although Sabre and DraftTeam believe that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because Sabre and DraftTeam can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: risks related to the ability to attract retail customers; changing consumer preferences; potential intellectual property rights claims; ability to access sufficient capital from internal and external source; failure to obtain required regulatory and other approvals; and changes in legislation. There are risks also inherent in the nature of the proposed Transaction, including failure to realize anticipated synergies or cost savings; risks regarding the integration of the two entities; incorrect assessments of the values of the other entity; and failure to obtain the required shareholder, court, regulatory and other third party approvals. This press release also contains forward-looking statements and information concerning the anticipated completion of the proposed Transaction and the anticipated timing for completion of the Transaction. Sabre and DraftTeam have provided these anticipated times in reliance on certain assumptions that they believe are reasonable at this time, including assumptions as to the timing of receipt of the necessary regulatory and court approvals and the time necessary to satisfy the conditions to the closing of the Transaction. These dates may change for a number of reasons, including unforeseen delays in preparing meeting materials, inability to secure necessary regulatory or court approvals in the time assumed or the need for additional time to satisfy the conditions to the completion of the Transaction. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this press release concerning these times. Readers are cautioned that the foregoing list of factors is not exhaustive. Additional information on these and other factors that could affect Sabre's or the combined company's operations or financial results are included in reports on file with applicable securities regulatory authorities and may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)).*

*The forward-looking statements and information contained in this press release are made as of the date hereof and Sabre and DraftTeam undertake no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.*

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/188136--Sabre-Graphite-Corp.-and-DraftTeam-Fantasy-Sports-Inc.-Announce-Plan-of-Arrangement.html>

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