

Allana Potash Enters Into Arrangement Agreement With ICL

27.03.2015 | [Marketwired](#)

TORONTO, ONTARIO -- (Marketwired - Mar 26, 2015) - [Allana Potash Corp.](#) (TSX:AAA) (OTCQX:ALLRF) ("Allana" or the "Company") is pleased to announce that it has entered into a definitive arrangement agreement (the "Arrangement Agreement") with Israel Chemicals Ltd. ("ICL"), pursuant to which ICL will acquire, through an indirect wholly-owned subsidiary, all of the outstanding common shares of the Company (the "Common Shares") not currently owned by ICL or its affiliates (the "Transaction"). The Transaction will be effected by way of a court-approved plan of arrangement (the "Arrangement") under the Business Corporations Act (Ontario). [A conference call with investors will be held on Friday March 27, 2015 at 8:30am EST- please see below for full details].

The Arrangement Agreement provides that shareholders of the Company (the "Shareholders") will be entitled to receive \$0.50 in cash, except for Liberty Metals and Mining Holdings, LLC ("LMM") who will receive the equivalent consideration of \$0.50 in ordinary shares of ICL, for each Common Share exchanged. Based on the closing price of the Common Shares on March 26, 2015, the transaction value of \$0.50 per Common Share represents a 51.5% premium to Allana's closing Common Share price of \$0.33 on the last trading day before the announcement of the Transaction and a 37% premium to Allana's 20-day volume-weighted trading price of \$0.365/share on March 26, 2015.

Farhad Abasov, President and CEO of Allana, commented "Allana's Board and management believe that the Arrangement provides a very attractive opportunity for the Company's shareholders to realize full liquidity at a substantial premium to the market price of Allana's Common Shares. Allana has developed a very attractive project, but considering the generally challenging financial environment for junior mining companies we would expect the short and long-term financing needs of Allana to include potentially significant dilution to Allana's current shareholders. We believe that this transaction provides the best liquidity opportunity for shareholders and firmly validates the efforts of the last six years of development by the Allana team. Allana thanks all shareholders and stakeholders for their support and encouragement over the years. We also congratulate the people and government of Ethiopia on this major milestone in the path to the full realization of the project for the benefit of the Ethiopian people."

Pursuant to the Arrangement Agreement, certain directors, officers and shareholders of the Company (including LMM) holding an aggregate of 13.5% of the Common Shares have agreed to support the Transaction and each has entered into a support agreement with ICL to vote their Allana securities in favour of the resolutions to be passed at a special meeting of Shareholders to approve the Transaction.

The Arrangement is a "business combination" for the purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Arrangement must be approved by (i) at least 66 2/3% of the votes cast on a special resolution by Shareholders and Allana option holders present in person or represented by proxy at the meeting voting together as a single class, and (ii) a simple majority of the votes cast by Shareholders present in person or represented by proxy at the meeting, excluding the votes in respect of 93,986,342 Common Shares, being the votes that may be cast by holders of Common Shares that are required to be excluded pursuant to MI 61-101 which are: (A) ICL and its affiliates, (B) LMM and its affiliates, and (C) Farhad Abasov, the President, Chief Executive Officer and a director of the Company.

The Arrangement was negotiated between ICL and the Company on an arm's length basis. The Company formed an independent special committee comprised of Mr. Mark Stauffer (chairman), General Lewis MacKenzie and Ms. Betty-Ann Heggie (the "Special Committee"). The Special Committee retained Cantor Fitzgerald Canada Corporation ("Cantor Fitzgerald") as its financial advisor and independent valuator as required by MI 61-101. Cantor Fitzgerald has provided a verbal opinion that based upon and subject to certain assumptions, limitations, restrictions and qualifications, the consideration payable by ICL pursuant to the Arrangement for the Common Shares is fair, from a financial point of view, to Allana's shareholders, other than ICL and LMM. In addition, under the supervision of the Special Committee, Cantor Fitzgerald has prepared an independent valuation and has provided an oral opinion that, based upon and subject to the assumptions, limitations, restrictions and qualifications in such opinion, as at March 26, 2015, the fair market value of the Allana Common Shares is in the range of \$0.34 to \$0.64 per Common Share. The full text of the valuation, which sets forth the assumptions, qualifications and considerations in connection with the valuation, will be available for review on SEDAR at www.sedar.com.

Based on the advice received from its financial and legal advisors, including the valuation and fairness opinion, the independent committee unanimously determined that (i) the Transaction is in the best interests of the Company, and (ii) resolved to recommend that the board of directors of the Company approve the Transaction. The board of directors, with the exception of Farhad Abasov and Yoram Cohen, who declared their interests in the Transaction and did not participate in the vote, unanimously determined that the Transaction is in the best interests of the Company and fair to the Shareholders and resolved to approve the Arrangement Agreement and to recommend that the Shareholders vote in favour of the Arrangement.

The Arrangement is subject to certain customary conditions, including among other conditions, approval by the Superior Court of Justice of Ontario (Commercial List), and applicable regulatory approvals, including the Toronto Stock Exchange. In addition, ICL has made an application and a pre-filing to an application with the securities regulatory authorities of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland (the "Local Securities Regulators") in respect of, and the completion of the Arrangement is subject to, (i) ICL and its affiliates obtaining from the Local Securities Regulators an exemptive relief order from certain mineral disclosure requirements under applicable Canadian securities law and from certain requirements under National Instrument 43-101 - Standards of Disclosure for Mineral Projects, including the requirement to file technical reports, with respect to ICL's existing and future material mineral properties, and (ii) ICL being satisfied prior to closing that ICL will receive an order from the Local Securities Regulators following the completion of the Transaction that ICL will not be a reporting issuer in Canada as a result of the Arrangement. There is no assurance that the foregoing orders will be obtained.

The Arrangement Agreement includes customary representations, warranties and covenants and deal protections provisions. Allana has agreed not to solicit any alternative transactions and to pay ICL a break fee equal to \$5.5 million in certain specified circumstances. In addition, Allana has granted ICL a right to match any competing offer. In accordance with the Arrangement Agreement, the closing of the transaction must occur by no later than August 17, 2015.

Holders of options in the Company ("Options") that have an exercise price less than \$0.50 (the "Option Consideration") immediately prior to the effective time of the Arrangement will be entitled to receive an amount per Option (whether vested or unvested) from the Company equal to the difference between the Option Consideration and the exercise price in respect of such Option (less applicable withholdings and other source deductions) and such Option will be cancelled at the effective time of the Arrangement. All other Options will be cancelled at the effective time of the Arrangement, without any payment in respect thereof. The warrants of the Company will remain outstanding in accordance with their terms.

A copy of the Arrangement Agreement will be available on SEDAR at www.sedar.com. All relevant special Shareholder meeting materials, as well as the location and date of the special meeting will be mailed to all registered Shareholders in due course, as well as being posted on SEDAR.

Allana's Canadian legal counsel for the Transaction is Cassels Brock & Blackwell LLP. ICL's Canadian legal counsel is McMillan LLP.

Conference Call Details

Management will hold a conference call with investors and equity analysts on Friday, March 27 at 8:30am EST to discuss the details of this Arrangement. The call-in details are as follows:

Date of Call: Friday March 27, 2015

Time of Call: 8:30am EST

Participant Dial-In #'s:

(877) 223-4471- North America (Toll Free and Operator Assisted)

(647) 788-4922- International (Operator Assisted)

Participant ID #: 85058240#

An audio archive will be available 2 hours after the call at: <http://gowebcasting.com/6331>

About Allana Potash Corp.

Allana is a publicly traded corporation with a focus on the acquisition and development of potash assets internationally with its major focus on its potash property in Ethiopia. Allana has approximately 325.2 million Common Shares outstanding. Allana trades on the Toronto Stock Exchange under the symbol "AAA". For

more information, please visit the Company's website at www.allanapotash.com.

This communication does not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Allana or an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities of ICL, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.

Forward-Looking Information

Except for statements of historical fact relating to the Company, certain information contained herein constitutes "forward-looking information" under Canadian securities legislation. Such forward-looking information includes, but is not limited to, statements with respect to the potential completion and timing of the Arrangement and the potential benefits to the parties thereto and the Shareholders. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Statements with respect to the potential completion and timing of the Arrangement and the potential benefits to the parties thereto and the Shareholders are subject to the risk of not obtaining all required approvals, including from the court and the Local Securities Regulators. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that are incorporated by reference herein, except in accordance with applicable securities laws.

Contact

Allana Potash Corp.

Richard Kelertas, Senior Vice President, Corporate Development

514 717 6256

rkelertas@allanapotash.com

www.allanapotash.com

Dieser Artikel stammt von Rohstoff-Welt.de

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/195566--Allana-Potash-Enters-Into-Arrangement-Agreement-With-ICL.html>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2026. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).