

# Margaux Red Capital Inc. Announces Proposed Qualifying Transaction With SOCPRA

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VANCOUVER, Sept. 9, 2015 - [Margaux Red Capital Inc.](#) (NEX:MXC.H) ("Margaux" or the "CPC") is announcing that on September 3rd, 2015, it has entered into a definitive binding letter of intent (the "LOI") with Société de commercialisation des produits de la recherche appliquée SOCPRA-Sciences et Génie S.E.C. ("SOCPRA"), a partnership created under the Quebec Civil Code, whereby Margaux and SOCPRA will complete an asset purchase transaction whereby Margaux will acquire assets from SOCPRA (the "Transaction"), which will constitute Margaux's qualifying transaction (the "Qualifying Transaction"), as per Policy 2.4 of the TSX Venture Exchange (the "Exchange" or "TSXV").

## About the Transaction

Pursuant to the terms of the LOI, subject to execution of a definitive asset purchase agreement ("Asset Purchase Agreement") and receipt of applicable regulatory and Exchange approvals, Margaux, will complete a reverse take-over or similar transaction and will issue to each of SOCPRA, Bertrand Reulet, Michel Delisle and Sébastien Plouffe, or their respective representative (the "Group") 1,000,000 common shares of the CPC, for a total of 4,000,000 common shares of the CPC in exchange for the acquisition of the Quantum Random Number Generator (International application No. PCT/CA2015/050408) and any and all related intellectual property ("QRNG"), considered as an asset of SOCPRA. The LOI is intended to be binding upon the Parties until execution of the definitive Asset Purchase Agreement.

There are currently 4,196,750 common shares of the CPC issued and outstanding, as well as 300,000 stock options which entitle the holders, certain officers and directors of Margaux to acquire an aggregate of 300,000 common shares of the CPC at a price of \$0.10 per share at any time up to March 21st, 2017.

Current shareholders of Margaux will hold approximately 51.2% and the Group will hold approximately 48.8% of the resulting issuer's common shares issued and outstanding before giving effect to the Private Placement described below.

The Transaction is not a "Non-Arm's Length Transaction" under the Exchange's policies.

## Additional Payments and Royalties and Ownership of QRNG

Upon the closing of the Transaction, Margaux will also pay \$20,000 to SOCPRA and grant a 5 % royalty on all future sales of commercial applications incorporating QRNG (the "Royalty"). The Royalty can be purchased back by Margaux within the first three (3) years after closing the Transaction for \$1,500,000 or the issuance of 6,000,000 additional resulting issuer's common shares, at SOCPRA's sole option. The QRNG will be transferred back to SOCPRA after three (3) years if Margaux fails to find a commercial application with regards to the QRNG.

## Consultant Agreement

Margaux will sign a consulting services agreement (the "Consultant Agreement") with Prof. Bertrand Reulet, Canada Excellence Research Chair at the Université de Sherbrooke.

## Financing

Concurrently with the Qualifying Transaction, the parties intend to complete a non-brokered private placement of \$500,000 consisting of 5,000,000 units (the "Unit(s)") at \$0.10 per Unit (the "Private Placement"). Each Unit consists of one common share in the resulting issuer and one common share purchase warrant entitling its holder to purchase one common share of the Resulting Issuer at \$0.25 per common share within 36 months from the date of the issuance of the warrant.

## Options

Upon the completion of the Transaction and the Private Placement, the resulting issuer will be able to issue a total of 1,319,675 resulting issuer's stock options to directors, officers and employees of the resulting issuer (representing 10 % of the total outstanding shares). The said amount includes 300,000 Margaux stock options already held by current directors of Margaux.

### **Significant Closing Conditions**

Closing and final acceptance of the Transaction are subject to the satisfaction of certain conditions, including the completion of a satisfactory due diligence, the execution of the Asset Purchase Agreement, obtaining required approval by shareholders, if applicable, third party and regulatory authorities, completion of the Private Placement and signature of the Consultant Agreement. There are no guarantees that the Qualifying Transaction will be completed as proposed or at all.

### **Board of Directors and Insiders following completion of the Transaction**

Steve Bajic, proposed President, CEO and Director since 1996, has been the president of Hexagon Ventures Inc., a company providing financial and business services consulting to private and publicly listed companies. Mr. Bajic has previously held numerous public company director and/or officers positions. He has been in the finance industry for over 20 years and has helped raise capital in various industries in all levels of company advancement. Mr. Bajic holds a Financial Management Diploma from the British Columbia Institute of Technology.

Bertrand Reulet, proposed Consultant and Director is a world leader in researching quantum and non-Gaussian noise. He has participated in multiple investigative projects, such as the study of superconductivity in carbon nanotubes, and has developed innovations in experimental design, including devices to measure non-Gaussian noise or noise dynamics. Before becoming Canada Excellence Research Chair at the Université de Sherbrooke, Mr. Reulet was director of research at the Centre national de la recherche scientifique, in the Laboratoire de physique des solides at the Université Paris-Sud XI, France. He has also served as professor at the École Polytechnique, and spent four years at the Department of Applied Physics at Yale University, where he started his work on non-Gaussian noise in nanostructures. A former student of the École normale supérieure (Paris), he holds a PhD from the Université Paris-Sud XI. In 2008, he was awarded the Prix Anatole and Suzanne Abragam from the Académie des sciences de l'Institut de France for the "originality in the conception and elegance in the execution" of his pioneering work on non-Gaussian noise, laid out in his publication "Environmental Effects in the Third Moment of Voltage Fluctuations in a Tunnel Junction" in the esteemed journal Physical Review Letters.

Luc Paquet, proposed Director has been involved mainly in biotech companies as Director and Vice President Research. He joined SOCPRA in August 2013 after 5 years at the Université de Sherbrooke where he was Director of the Institut de pharmacologie and Vice Dean Development and External relations for the Faculty of Medicine and Health Sciences. He has extensive experience in the development of products and ideas arising from R&D departments. Mr. Paquet holds a bachelor's degree in biochemistry from the Université de Sherbrooke (1987) and a Ph.D. in biomedical sciences from the Université de Montreal (1993). He did post-doctoral studies at the Johns Hopkins University.

Hani Zabaneh, proposed Director has been a principal of Orange Capital Corporation since 2007, a private, global investment banking firm which provides assistance with companies transitioning to public markets. Mr. Zabaneh was the Vice President Administration of Metrobridge Networks Corp., a private company which provides broadband internet services from 2005 to 2007 and from 2008 to 2012. Mr. Zabaneh has been a director and officer of public companies since 2007 and currently is Chief Financial Officer of Margaux Red Capital Inc., a TSXV company since 2011. He has recently been appointed President and a director of Black Springs Capital Corp., a TSXV company. Mr. Zabaneh obtained an Advanced Diploma in Geographic Information Systems in 1996 from the British Columbia Institute of Technology and a Bachelor of Science (Honours) from Queens University in 1993.

Martin Bajic, proposed CFO is currently CFO of Oyster Oil & Gas Ltd, Navy Resources Corp. and Patriot Petroleum Corp. Prior to then, Mr. Bajic was employed at Orange Capital Corp., an investment banking firm. Mr. Bajic obtained his Chartered Accountant designation in British Columbia in 2004.

Michel Lebeuf Jr., proposed Corporate Secretary is the co-founding partner of the law firm Brière & Lebeuf Inc. (a boutique business Law Firm) and has developed a legal practice focused on securities, institutional financing, French Companies desiring to do business in Quebec and Canada, corporate finance, as well as public (namely but not limited to micro and small cap issuers) and private mergers and acquisitions. He represents public corporations, securities brokers, purchasers, sellers, bankers and financial advisors. He

provides strategic advice with respect to access to public capital markets and securities matters, including structured products. He acted as counsel to international dealers in several offerings in the Eurobond International debt market. Mr. Lebeuf also represented public and private corporations in various mergers and acquisitions. He acts for issuers and underwriters in the context of public offerings and private placements in Canada, Europe, South America and North Africa. He regularly provides counsel to financial institutions regarding security requirements and the drafting of documents pertaining to enforcement proceedings. Mr. Lebeuf holds a Bachelor of Law (Civil) as well as an undergraduate degree in Political Science from both the Université de Montréal.

## **Sponsorship**

Margaux intends to solicit a waiver of sponsorship (the "Waiver") from the TSXV with regards to the contemplated Qualifying Transaction. Nevertheless, Margaux cannot warrant nor represent that the Waiver will be granted by the TSXV.

## **About SOCPRA and the Technology**

SOCPPRA is a partnership that manages the intellectual property issued from researches performed at the Université de Sherbrooke and its affiliated institutions and advances promotes in order to attract partners. SOCPRA also applies valuation strategies to commercialize technologies, either as licenses or spin-off businesses, thus generating returns for the community.

The innovation from Université de Sherbrooke provides a simple, low cost, compact and adaptable random number generator exploiting a physical source (not software) for the generation of randomness. The physical source exploits the power of quantum physics which provides the ultimate source randomness. Multiple commercial applications require random numbers: cryptography, gaming, machine to machine communication protocol, bank transactions, etc.

The common shares of Margaux are currently halted from trading and will remain so until such time as the Exchange provides its authorization to resume trading.

*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements and shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. Neither TSXV nor its Regulation Services Provider (as that term is defined in policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

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## **Contact**

[Margaux Red Capital Inc.](#)

Steve Bajic, President  
(604) 505-6662  
steve@orangecapital.ca

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