

Margaux Red Capital Inc. and Sigma Lithium Resources Inc. Announce Closing of Qualifying Transaction

01.05.2018 | [CNW](#)

VANCOUVER, May 1, 2018 - [Margaux Red Capital Inc.](#) (NEX-MXC.H) ("Margaux") and [Sigma Lithium Resources Inc.](#) ("Sigma") are pleased to announce the closing, on April 30, 2018, of the previously announced Qualifying Transaction for Margaux (the "Transaction").

The Transaction involved an exchange of shares pursuant to which Sigma's shareholders received common shares of Margaux ("Margaux Shares") in exchange for 100% of the common shares of Sigma ("Sigma Shares") based on an exchange ratio that has resulted in holders of Sigma Shares receiving such number of Margaux Shares as comprise 99% of the outstanding Margaux Shares. Margaux now has 669,674,976 Margaux Shares issued and outstanding and warrants to acquire up to a further 5,237,276 Margaux Shares.

The directors and officers of Margaux are now:

Calvyn Gardner	Chief Executive Officer, Director
Marcelo Paiva	Chief Financial Officer
Alvaro Barbosa	Chief Legal Officer
Jo-Anne Archibald	Corporate Secretary
Maryse Bélanger	Director
Tadeu Carneiro	Director
Gary Litwack	Director
Itamar Resende	Director

The TSX Venture Exchange (the "TSXV") issued its conditional approval for the Transaction on April 20, 2018. The Margaux Shares will resume trading on the TSXV during the week of May 7, 2018 under the new ticker symbol "SGMA" after the TSXV's conditions for listing are satisfied and the TSXV issues its final exchange bulletin for the Transaction (the "TSXV Bulletin"). It is expected that shareholder approval will be sought at the upcoming annual meeting of Margaux's shareholders to be held on or about June 18, 2018 to change Margaux's name to "Sigma Lithium Resources Inc.", to undertake a consolidation of the outstanding Margaux Shares and to increase the board of directors to include Ana Cristina Cabral and Frederico Marques.

Full details of the Transaction (including complete biographies of each of the directors and officers of Margaux, including the proposed additional two directors) and the business of Sigma are contained in the filing statement for the Transaction dated April 25, 2018 (the "Filing Statement") which is available under Margaux's profile on SEDAR at www.sedar.com.

Pursuant to the terms of a surplus security escrow agreement dated April 30, 2018 between Margaux, Computershare Investor Services Inc. (as escrow agent) and certain escrowed shareholders of Margaux, an aggregate of 501,463,546 Margaux Shares have been placed in escrow, whereby 10% of such securities will be released upon the issuance of the TSXV Bulletin (the "Bulletin Date") and following which a further 20% of such securities will be released six months after the Bulletin Date, a further 30% of such securities will be released 12 months after the Bulletin Date and the final 40% of such securities will be released 18 months after the Bulletin Date. In addition, pursuant to the terms of a value security escrow agreement dated April 30, 2018 between Margaux, Computershare Investor Services Inc. (as escrow agent) and certain escrowed shareholders of Margaux, an aggregate of 2,519,917 Margaux Shares have been placed in escrow, whereby 25% of such securities will be released on the Bulletin Date and the balance of such securities will be

released in equal instalments of 25% every six months thereafter.

As contemplated in the news release dated April 26, 2018, prior to closing the Transaction, and as a condition to Margaux listing as a Tier 1 Mining Issuer on the TSXV (to have the required number of public shareholders), Sigma completed a private placement of 20,000 Sigma Shares at a subscription price of \$2.00 per Sigma Share. At the request of the TSXV, updated pro forma financial statements have been prepared to reflect the small difference between the final size of the private placement (20,000 Sigma Shares for proceeds of \$40,000) and the estimated size that was set out in the pro forma financial statements contained in Schedule "F" of the Filing Statement (up to 30,000 Sigma Shares for proceeds of up to \$60,000). The updated pro forma financial statements are available under Margaux's profile on SEDAR at www.sedar.com.

Investors are cautioned that, except as disclosed in the Filing Statement, 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.

This press release does not constitute an offer of the securities of Margaux or Sigma for sale in the United States. The securities of Margaux and Sigma have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and may not be offered or sold within the United States absent registration or an exemption from registration under the 1933 Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Other than as described herein, the TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements relating to the Transaction, the receipt of all necessary approvals for listing of the Margaux Shares and other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These assumptions, risks and uncertainties include, among other things: the state of the economy in general and capital markets in particular, investor interest in the business and future prospects of Margaux and Sigma.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, Margaux and Sigma disclaim any intention and assume no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, Margaux and Sigma undertake no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.

SOURCE [Margaux Red Capital Inc.](#)

Contact, please contact:

[Sigma Lithium Resources Inc.](#)
Calvyn Gardner, Chief Executive Officer
55 11 2985-0089
calvyn.gardner@sigmaca.com

Dieser Artikel stammt von [Rohstoff-Welt.de](#)

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/297499--Margaux-Red-Capital-Inc.-and-Sigma-Lithium-Resources-Inc.-Announce-Closing-of-Qualifying-Transaction.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](#).