

Peregrine Diamonds Ltd. to be Acquired by De Beers Canada Inc. for \$0.24 per Share in Cash

19.07.2018 | [GlobeNewswire](#)

VANCOUVER, July 19, 2018 - [Peregrine Diamonds Ltd.](#) (TSX:PGD) ("Peregrine" or "the Company") is pleased to announce that it has entered into an arrangement agreement (the "Arrangement Agreement") with De Beers Canada Inc. ("De Beers") under which De Beers will acquire all of the Company's outstanding common shares for \$0.24 per share in cash or a total equity value of approximately \$107 million pursuant to a plan of arrangement (the "Arrangement") under the Canada Business Corporations Act. The transaction represents a 50% premium to Peregrine's share price of \$0.16 on July 18, 2018, and a premium of 44.5% to the volume weighted average price of the shares for the 20-trading days ended July 18, 2018.

The Board of Directors of Peregrine (the "Board"), after consultation with financial and legal advisors, and based on the recommendation of a special committee of the Board consisting of three independent directors, has unanimously determined that the Arrangement is in the best interests of the Company, has approved the Arrangement Agreement and the Arrangement and recommends that Peregrine's shareholders, as well as its optionholders and warrantholders, vote in favour of the Arrangement. All directors and officers of the Company as well as Messrs. Eric Friedland and Robert Friedland, the Company's two major shareholders who collectively control 42.8% of the issued and outstanding common shares (and 42.2% of the issued outstanding common shares, options and warrants), have entered into voting and support agreements to vote their common shares in support of the Arrangement.

Benefits to Peregrine's Shareholders:

- Immediate and attractive premium of approximately 50% to spot and 44.5% based on the 20-day VWAP.
- All cash offer that is not subject to a financing condition.
- Secures immediate value appreciation, eliminating technical and financial risks and the burden of future dilution involved in advancing the Chidliak project as a standalone publicly-traded company.

Eric Friedland, Peregrine's Founder and Executive Chairman, commented: "The De Beers Canada offer delivers immediate liquidity to Peregrine's shareholders at an attractive premium that recognizes the current value of Chidliak and provides shareholders certainty through an all-cash offer. Further, it eliminates the substantial equity dilution, and project and market risks to advance Chidliak to bankable feasibility and, if warranted, to commercial production. This offer is the result of a comprehensive review process of our options to advance Chidliak towards development. The Board unanimously agrees that this offer represents the best path forward available to Peregrine's shareholders and recommends that shareholders vote in favour of this transaction."

Kim Truter, CEO, De Beers Canada, said: "The Peregrine team has done outstanding work progressing the Chidliak project, demonstrating its quality and high potential. With our extensive De Beers Group operating experience in similar Canadian arctic environments and employing innovative mining methods, we believe we are very well positioned to develop this resource further. We are delighted to be extending our business presence in Canada to the Nunavut Territory and look forward to working with all community and government partners as we progress the project."

Tom Peregoodoff, Peregrine's President and CEO, added: "It is very gratifying to see that the work accomplished by the team at Peregrine is being recognised by De Beers. We have consistently stated that Chidliak holds significant diamond mine development potential and this transaction is an excellent outcome for the Company's stakeholders, including shareholders, community members and the territory of Nunavut. The transaction ensures the next steps in mine development are taken by a world-class operator with recognized arctic mine development and operational experience, and ensures stakeholders will benefit from responsible development of this rare and unique diamond resource."

Arrangement Agreement

The Arrangement Agreement is subject to customary non-solicitation provisions, including Peregrine's right to consider and accept unsolicited superior proposals that may be submitted by third parties. In the event of a superior proposal, De Beers will have a ten business day right to match the superior proposal. If the Arrangement is not completed as a result of a superior proposal, the Company will be required to pay De Beers a termination fee equal to \$5,000,000.

The closing of the Arrangement is subject to the approval of at least (i) two-thirds of the votes cast on a resolution to approve the Arrangement (the "Arrangement Resolution") by shareholders at a special meeting to be called to consider the Arrangement (the "Meeting"), and (ii) two-thirds of the votes cast on the Arrangement Resolution by shareholders, optionholders and warrant holders of the Company voting as a single class at the Meeting. Closing of the Arrangement is also subject to certain other customary closing conditions, including court and applicable regulatory approvals and the absence of any material adverse effect with respect to the Company. The transaction is expected to close in September, 2018.

Further information regarding the transaction will be included in the Company's management proxy circular to be mailed to Peregrine's shareholders and other securityholders in advance of the special meeting of securityholders, which is expected to be held on or around August 31, 2018, and in the Company's material change report in respect of the announcement of the transaction, each of which will be filed with the Canadian securities regulators and will be available on SEDAR at www.sedar.com.

The Board has obtained a fairness opinion from RBC Capital Markets that, as of the date of the opinion, and subject to the assumptions, limitations and qualifications on which such opinion is based, the consideration to be received by the Company's shareholders pursuant to the Arrangement Agreement is fair, from a financial point of view, to the Company's shareholders.

Financial and Legal Advisors

RBC Capital Markets is acting as financial advisor to the Company.

Koffman Kalef LLP is acting as legal counsel to the Company. Cassels Brock & Blackwell LLP is acting as legal advisor to the Special Committee of the Board of the Company.

BMO Capital Markets Limited is acting as financial advisor to De Beers.

Fasken Martineau DuMoulin LLP is acting as legal counsel to De Beers.

About Peregrine

Peregrine is a TSX-listed diamond exploration and development company with its primary assets located in northern Canada. Peregrine's core asset is its 100%-owned, 317,213-hectare Chidliak Project, located 120 kilometres from Iqaluit, the capital of Nunavut, where 74 kimberlites have been discovered to date, with eight being potentially economic.

A Preliminary Economic Assessment ("PEA"), dated effective May 23, 2018, details the Chidliak 2018 PEA and is available in a National Instrument ("NI") 43-101 technical report titled "Updated Preliminary Economic Assessment NI 43-101 Technical Report Chidliak Project, Nunavut, Canada", available on SEDAR and the Company's website.

The Chidliak 2018 PEA is preliminary in nature and includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. There is no certainty that the Chidliak 2018 PEA will be realized.

Peregrine also controls the 8,494-hectare Lac de Gras Project in the Northwest Territories, located approximately 27 kilometres from the Diavik Diamond Mine. For information on data verification, exploration information, and resource estimation procedures see the NI 43-101 technical report entitled "[Peregrine Diamonds Ltd. Lac de Gras Project, Northwest Territories, Canada NI 43-101 Technical Report](#)"; dated effective July 15, 2014, which is available on SEDAR and the Company's website.

About De Beers Group

De Beers Group is a member of the [Anglo American Plc](#) group. Established in 1888, De Beers Group is the world's leading diamond company with expertise in the exploration, mining and marketing of diamonds. Together with its joint venture partners, De Beers Group employs more than 20,000 people across the diamond pipeline and is the world's largest diamond producer by value, with mining operations in Botswana, Canada, Namibia and South Africa. As part of the company's operating philosophy, the people of De Beers Group are committed to "Building Forever" by making a lasting contribution to the communities in which they live and work, and transforming natural resources into shared national wealth. De Beers has been active in Canada since it carried out its first exploration programme in 1961. The De Beers Victor kimberlite cluster discovery in 1987 by De Beers Exploration was the first economic diamond discovery in Canada, four years before the discoveries in the Northwest Territories. De Beers currently operates the Victor Mine in northern Ontario and the Gahcho Kué Mine in the Northwest Territories. Gahcho Kué is a joint venture with Mountain Province Diamonds. For further information about De Beers Group, visit www.debeersgroup.com.

For further information, please visit www.pdiam.com or contact Peregrine Investor Relations, at 604-408-8880 or at investorrelations@pdiam.com.

Forward-Looking Statements: This news release includes forward-looking statements and information (collectively, the "forward-looking statements") including, but not limited to: forward-looking statements pertaining to the purchase by De Beers Canada of all the issued and outstanding common shares of [Peregrine Diamonds Ltd.](#); the expected benefits of the transaction, including the expected benefits to shareholders and other securityholders, the anticipated timing for the special meeting of Peregrine securityholders and closing of the transaction; the satisfaction of closing conditions including, without limitation (i) certain regulatory approvals; (ii) required Peregrine securityholder approval; (iii) necessary court approval in connection with the plan of arrangement, (iv) certain termination rights available to the parties under the Arrangement Agreement; and (v) other closing conditions, including, without limitation, the operation and performance of the Peregrine business in the ordinary course until closing of the transaction, and compliance by Peregrine with various covenants contained in the Arrangement Agreement, all of which are subject to risks, uncertainties and assumptions. As a consequence, actual results in the future may differ materially from any expectation, conclusion, forecast or projection in such forward-looking statements. Therefore, forward-looking statements should be considered carefully and undue reliance should not be placed on them. All forward-looking statements are made pursuant to the safe harbour provisions of applicable Canadian securities legislation. Forward-looking statements are subject to risks, uncertainties and assumptions including, but not limited to: the potential risk that the transaction will not be approved by Peregrine securityholders; failure to, in a timely manner, or at all, obtain the necessary regulatory and court approvals for the transaction or any transaction ancillary thereto; failure of the parties to otherwise satisfy the conditions to complete the transaction; the possibility that the Board of Directors of Peregrine could receive an acquisition proposal and approve a superior proposal; the effect of the announcement of the transaction on Peregrine's strategic relationships, operating results and business generally; significant transaction costs or unknown liabilities; the risk of litigation that would prevent or hinder the completion of the transaction; and other customary risks associated with transactions of this nature. In addition, if the transaction is not completed, and Peregrine continues as an independent entity, there are risks that the announcement of the transaction and the dedication of substantial resources of Peregrine to the completion of the transaction could have an adverse impact on Peregrine's business and strategic relationships, operating results and business generally. As a consequence, actual results in the future may differ materially from any forward-looking statement, forecast or projection, whether expressed or implied. Therefore, forward-looking statements should be considered carefully and undue reliance should not be placed on them. Forward-looking statements in this news release reflect management's expectations as of the date hereof and are subject to change thereafter. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Factors that could cause anticipated opportunities and actual results to differ materially include, but are not limited to, matters referred to above and those matters identified in the "Risks Factors" section and elsewhere in the Company's most recent annual MD&A and the management proxy circular that will be filed in respect of this transaction, which are, or will be, available on the Company's website at www.pdiam.com and on SEDAR at www.sedar.com.

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

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/304246--Peregrine-Diamonds-Ltd.-to-be-Acquired-by-De-Beers-Canada-Inc.-for-0.24-per-Share-in-Cash.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](#).