

# New Placer Dome Gold Corp. Files Special Meeting Materials for Arrangement with Copaur Minerals Inc.

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VANCOUVER, April 12, 2022 - [CopAur Minerals Inc.](#) (TSXV:CPAU) ("CopAur") and [New Placer Dome Gold Corp.](#) (TSXV:NGLD) ("New Placer Dome") are pleased to announce that New Placer Dome has filed on SEDAR and commenced sending materials to its shareholders (the "NGLD Shareholders"), including the management information circular of the New Placer Dome dated April 7, 2022 (the "Information Circular"), for the special meeting of NGLD Shareholders (the "Meeting") to be held on May 6, 2022 in connection with the contemplated acquisition by CopAur of all of the issued and outstanding common shares of New Placer Dome ("NGLD Shares") by way of a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement") pursuant to an arrangement agreement dated March 7, 2022, as amended (the "Arrangement Agreement"). Assuming completion of the Arrangement, New Placer Dome will become a wholly-owned subsidiary of CopAur.

Materials for the Meeting, including the Information Circular, are available under New Placer Dome's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on New Placer Dome's website at [www.newplacerdome.com](http://www.newplacerdome.com)

Under the terms of the Arrangement Agreement, CopAur has agreed to issue to NGLD Shareholders 0.1182 common shares of CopAur for every one (1) outstanding NGLD Share (the "Exchange Ratio") held, pursuant to the Arrangement. All outstanding stock options of New Placer Dome will be exchanged for options of CopAur and all warrants of New Placer Dome will become exercisable to acquire common shares of CopAur, in amounts and at exercise prices adjusted in accordance with the Exchange Ratio. Completion of the Arrangement is subject to certain conditions including (i) the approval of the Supreme Court of British Columbia, (ii) the approval of the Arrangement by not less than two-thirds (66⅔%) of the votes cast by NGLD Shareholders, and (iii) a simple majority of the votes cast by the minority NGLD Shareholders (excluding shareholders whose votes are required to be excluded pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions) and (iv) approval by all applicable regulatory authorities, including the TSX Venture Exchange ("TSXV").

Your Vote is Important

Information regarding attending and voting at the Meeting is included in the Information Circular. If you require assistance with voting your NGLD Shares you may contact New Placer Dome by telephone at: 1-604-367-8771.

## Benefits of the Arrangement

- **Experienced Leadership.** The senior executive team of CopAur, comprising of directors, advisors and consultants have extensive experience in capital raising. The combined company will be managed by an award-winning team of professionals who stand for technical excellence, painstaking project selection and uncompromising corporate governance; with the proven ability to generate significant shareholder appreciation.
- **Liberty Gold Corp. in Favor of Transaction.** Liberty Gold Corp. ("Liberty Gold") is a 14.84% shareholder of New Placer Dome and is in full support of the Arrangement and will be a significant shareholder of the combined company.
- **Enhanced Market Profile.** The Arrangement will create a larger, well-funded, gold-copper exploration company with an enhanced market and growth profile that will be well positioned to benefit from exploration success across the combined portfolio of assets.
- **Geographic Diversification.** The combined company will have a diverse, highly prospective portfolio of assets in two of North America's most prolific mining jurisdictions that provide the potential to pursue year round exploration programs.
- **Significant Exploration Upside.** Significant upside potential through a combined multi-asset exploration portfolio ranging from resource-development to high-potential exploration, including Carlin-style mineralization at the Kinsley Project (as defined below) and Bolo Project (as defined below) and gold-copper porphyry targets at the Williams Project (as defined below).

- **Negotiated Transaction.** The Arrangement Agreement is the result of an arm's length negotiation process and includes terms and conditions that are reasonable in the judgment of the board of directors of New Placer Dome (the "NGLD Board").
- **Fairness Opinion.** Pursuant to the fairness opinion that the NGLD Board received from PI Financial Corp. (the "Fairness Opinion"), subject to enumerated assumptions and limitations, PI Financial Corp. is of the opinion that the consideration to be received by the NGLD Shareholders pursuant to the Arrangement is fair, from a financial point of view, to such NGLD Shareholders.
- **Strong Balance Sheet.** The combined company will be well-capitalized to fund the advancement of the combined portfolio of assets through the combined cash balances of both companies. The Arrangement provides NGLD Shareholders with the opportunity to participate in a combined company with greater access to capital.
- **Advancement of Kinsley Project.** The Arrangement will result in CopAur being able to make the final cash and share payments to Liberty Gold under the Kinsley Option Agreement (as defined in the Information Circular), which will result in CopAur acquiring Liberty Gold's 79.99% equity interest in Kinsley Gold LLC. The combined company will continue to advance the flagship Kinsley Project.

### How to vote your shares

Whether or not you plan to attend the Meeting, we encourage you to vote promptly, but no later than 10:00 a.m. (Vancouver time) on May 4, 2022 or two Business Days prior to any adjournment of the Meeting. Registered and non-registered NGLD Shareholders are instructed to vote as follows:

Registered Shareholders	
Voting Method	If your shares are held in your name and represented by a physical certificate or DRS statement.
Internet	Go to <a href="http://www.investorvote.com">www.investorvote.com</a> . Enter the 15-digit control number printed on the form of proxy and follow instructions on screen.
@	
Telephone	North American Toll-Free Number:  1.866.732.8683
Fax	Complete, date and sign the proxy and fax it to 1.416.263.9524 or 1.866.249.7775  Enter voting instructions, sign and date the form of proxy and return your completed form of proxy in the enclosed postage paid envelope to:
Mail	Computershare Investor Services Inc.  8 <sup>th</sup> Floor, 100 University Avenue  Toronto, Ontario, M5J 2Y1

### Read the Information Circular

All NGLD Shareholders are urged to read the Information Circular and related materials for additional and more detailed disclosures of the material information regarding the Arrangement, including risk factors, and tax and securities law considerations. If you have questions or concerns about the impacts of the Arrangement on your personal circumstances, then you should consult your financial and other advisors.

### Recommendation of the Board of New Placer Dome

The NGLD Board, based in part on the Fairness Opinion, unanimously recommends that the NGLD Shareholders vote FOR the Arrangement.

## About CopAur Minerals

CopAur Minerals is a Canadian based TSXV-listed copper-gold mining company whose primary asset is the 100%-owned Williams Gold-Copper property (the "Williams Project") that spans across 5,159 hectares of land package in Northeastern British Columbia. The Williams Project is a highly prospective exploration property which hosts a large, partially tested 3.0 km by 2.0 km gold-in-soil anomaly and an early stage 1.8 km wide copper porphyry target. Historical work on the Williams Project includes 6,759 meters of diamond drilling over 31 holes, rock and soil sampling, trenching and geophysical surveys.

## Qualified Person

The scientific and technical information contained in this news release regarding CopAur Minerals Inc. has been reviewed and approved by Alvin Jackson P. Geo, a Director of CopAur Minerals Inc. and a "Qualified Person" as defined in National Instrument 43-101.

### ***For more information, please contact:***

CopAur Minerals Inc.  
Jeremy Yaseniuk, Chief Executive Officer & Director  
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## About New Placer Dome Gold Corp.

[New Placer Dome Gold Corp.](#) is a gold exploration company focused on acquiring and advancing gold projects in Nevada. New Placer Dome's flagship Kinsley Mountain Gold Project (the "Kinsley Project") located 90 km south of the Long Canyon Mine (currently in production under the Newmont/Barrick Joint Venture, Nevada Gold Mines), hosts Carlin-style gold mineralization, previous run of mine heap leach production, and NI 43-101 indicated resources containing 418,000 ounces of gold grading 2.63 g/t Au (4.95 million tonnes) and inferred resources containing 117,000 ounces of gold averaging 1.51 g/t Au (2.44 million tonnes)<sup>[1]</sup>. The Bolo Project (the "Bolo Project"), located 90 km northeast of Tonopah, Nevada, is another core asset, similarly hosting Carlin-style gold mineralization. New Placer Dome also owns 100% of the Troy Canyon Project, located 120 km south of Ely, Nevada. New Placer Dome is run by a strong management and technical team consisting of capital markets and mining professionals with the goal of maximizing value for shareholders through new mineral discoveries, committed long-term partnerships, and the advancement of exploration projects in geopolitically favourable jurisdictions.

## Qualified Person

The scientific and technical information contained in this news release as it relates to New Placer Dome has been reviewed and approved by Kristopher J. Raffle, P.Geo. (BC), Principal and Consultant of APEX Geoscience Ltd. of Edmonton, AB, a Director of New Placer Dome and a "Qualified Person" as defined in National Instrument 43-101 - Standards of Disclosure for Mineral Projects. Mr. Raffle has verified the data disclosed which includes a review of the sampling, analytical and test data underlying the information and opinions contained herein.

### ***For more information, please contact:***

[New Placer Dome Gold Corp.](#)  
Maximilian Sali, Chief Executive Officer & Director  
Tel: 604 367 8117  
Email: msali@newplacerdome.com

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

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*The information in this news release has been prepared as at April 12, 2022. This news release contains*

*'forward-looking information' within the meaning of Canadian securities legislation. Forward looking information in this news release includes statements about the completion, timing and potential benefits of the Arrangement. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those anticipated, including, without limitation, the business combination not being completed as a result of a number of factors including, without limitation, the shareholders of New Placer Dome not approving the transaction, or required regulatory or court approvals not being obtained; the expected timing for these events being delayed; the possible failure to realize anticipated synergies, combined technical expertise or other benefits of the transaction; and other risks and uncertainties detailed in the Information Circular. Readers should not place undue reliance on the forward-looking information contained in this news release. Neither CopAur nor New Placer Dome undertakes to update any forward-looking information, except as required by applicable securities laws.*

*Investors are cautioned that, except as disclosed in the Information Circular, any information released or received with respect to the business combination may not be accurate or complete and should not be relied upon.*

*[1] Technical Report on the Kinsley Project, Elko County, Nevada, U.S.A., dated June 21, 2021 with an effective date of May 5, 2021 and prepared by Michael M. Gustin, Ph.D., and Gary L. Simmons, MMSA and filed under [New Placer Dome Gold Corp.'s Issuer Profile on SEDAR \(www.sedar.com\)](#)*

SOURCE: [New Placer Dome Gold Corp.](#)

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