

UEX Mails Meeting Materials Regarding Proposed Acquisition by Uranium Energy Corp.

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UEX Shareholders will receive 0.0831 of one UEC Share per UEX Share owned

[UEX Corp.](#) (TSX:UEX) (OTC:UEXCF) ("UEX" or the "Company") is pleased to announce the mailing of its management information circular (the "Circular") and related proxy materials for the special meeting (the "Meeting") of UEX securityholders (the "UEX Securityholders") in connection with the previously announced plan of arrangement (the "Arrangement") under section 192 of the Canada Business Corporations Act (the "CBCA") whereby UEC 2022 Acquisition Corp. (the "Purchaser"), a wholly-owned subsidiary of [Uranium Energy Corp.](#) ("UEC"), will, among other things, acquire all of the issued and outstanding shares (the "UEX Shares") of the Company, and in return UEX shareholders (the "UEX Shareholders") will receive, for each UEX Share held, 0.0831 of one share ("UEC Share") of UEC as consideration (the "Consideration").

The Consideration implies a price of approximately \$0.43 per UEX Share and a premium of approximately 50% based on the closing price of the UEX Shares and the UEC Shares on the Toronto Stock Exchange (the "TSX") and the NYSE American Exchange (the "NYSE American"), respectively, and the USD:CAD exchange rate as published by the Bank of Canada on June 10, 2022, the last trading day prior to announcement of the proposed Arrangement. In connection with the Arrangement, at the Meeting, UEX Shareholders will also be asked to approve a reduction in the stated capital of the UEX Shares so that UEX may use the arrangement provisions contained in the CBCA.

The Arrangement is to be completed pursuant to an arrangement agreement dated June 13, 2022, as amended, among the Company, UEC and the Purchaser (the "Arrangement Agreement"), a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

On completion of the Arrangement, former UEX Shareholders are expected to hold approximately 14% of the outstanding UEC Shares (based on the issued and outstanding UEC Shares as of the date hereof).

The Board of Directors of UEX (the "Board"), after consultation with its financial and legal advisors, and after careful consideration of, among other factors, the fairness opinions of TD Securities Inc. and Sprott Capital Partners (collectively, the "Financial Advisors"), has unanimously determined that the Arrangement is in the best interests of UEX, that the terms and conditions of the Arrangement are procedurally and substantively fair and reasonable to the UEX Securityholders, and that the Consideration being offered to UEX Securityholders is fair, from a financial point of view, to the UEX Securityholders and has unanimously approved the Arrangement and recommends that the UEX Securityholders vote FOR the Arrangement.

REASONS TO SUPPORT THE ARRANGEMENT

Significant Premium to Shareholders. UEC has offered UEX Shareholders a significant premium to the UEX Share price. The Consideration to be received by the UEX Shareholders represents a premium of approximately 50% based on the closing trading price of UEC Shares on the NYSE American and the closing trading price of UEX Shares on the TSX on June 10, 2022 (being the last trading day prior to the announcement of the Arrangement) and a premium of approximately 49% to the volume weighted average price of UEX Shares on the TSX for the 20-day period ending on June 10, 2022.

Benefits of Owning UEC Shares. This presents a compelling opportunity for UEX to become part of an entity whose potential combined value exceeds the sum of its parts. UEC Shares to be received by UEX Shareholders in the Arrangement offer Shareholders the following:

- UEC's strong balance sheet and liquidity provides UEX with additional capital to fund continued exploration and growth initiatives at its projects in the Athabasca Basin and Nunavut;

- UEX's Shareholders will have substantial exposure to production-ready uranium assets in the United States, complementing UEX's current portfolio of development stage assets in Canada;

- significant premium to market and potential for re-rating of the combined entity that brings together two complementary portfolios in world-class, politically stable, uranium mining jurisdictions;

- potential to participate in future upside of UEX through ownership of UEC Shares; and

- enhanced capital markets presence with a pro forma market capitalization in excess of \$1.75 billion based on the market capitalizations of UEX and UEC on June 10, 2022 (the last trading day prior to announcement of the Arrangement) with increased analysts' coverage, trading liquidity and a broader investor base.

Fairness Opinions. UEX's Financial Advisors, provided their fairness opinions to the effect that, as of June 12, 2022, and subject to the assumptions, limitations and qualifications set out in the fairness opinions, the Consideration to be received by the UEX Shareholders is fair, from a financial point of view, to the UEX Shareholders.

Alternatives to the Arrangement. Prior to entering into the Arrangement Agreement, UEX evaluated business and strategic opportunities with the objective of maximizing shareholder value in a manner consistent with the best interests of UEX. As part of that process, the Financial Advisors, on behalf of UEX, contacted a number of companies involved in uranium mining and exploration in order to allow for preliminary discussions to occur regarding potential transactions. UEX entered into a number of confidentiality agreements and established an electronic data room to allow such companies to conduct due diligence. The Board, with the assistance of its legal and financial advisors, assessed the alternatives reasonably available to UEX and determined that the Arrangement represents the best current prospect for maximizing shareholder value.

Likelihood of the Arrangement Being Completed. The likelihood of the Arrangement being completed is considered by the Board to be high in light of the experience, reputation and financial capability of UEC and the absence of significant closing conditions outside the control of the parties, other than necessary shareholder, court and regulatory approvals and exercise of dissent rights.

Other Factors. The Board also considered the Arrangement with reference to the financial condition and results of operations of UEX, as well as its prospects, strategic alternatives and competitive position, including the risks involved in achieving those prospects and following those alternatives in light of current market conditions and UEX's financial position.

Each of the directors and officers of UEX has entered into a voting agreement with UEC and the Purchaser pursuant to which each has agreed to vote or cause to be voted all of the securities of UEX held or controlled by them in favour of the Arrangement Resolution.

If the UEX Securityholders approve the Arrangement, it is currently anticipated that the Arrangement will be completed in August 2022, subject to obtaining court approval, stock exchange approval and certain required regulatory approvals, as well as the satisfaction or waiver of other conditions contained in the Arrangement Agreement.

YOUR VOTE IS IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN.

The Meeting will be held on Tuesday, August 9, 2022, at 10:00 a.m. (Vancouver time), at the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia. UEX Securityholders are encouraged to vote in advance of the Meeting, in accordance with the instructions accompanying the form of proxy or voting instruction form mailed to UEX Securityholders together with the Circular and filed under the Company's profile on SEDAR at www.sedar.com. Further details and voting instructions can be found in the Circular in the section entitled "Information Concerning the Meeting".

The close of business (Vancouver Time) on June 30, 2022 is the record date for the determination of UEX Securityholders who will be entitled to receive notice of and vote at the Meeting and at any adjournment or postponement of the Meeting.

The deadline for UEX Securityholders to return their completed proxies or voting instruction forms is Friday, August 5, 2022 at 10:00 a.m. (Vancouver time).

The Circular contains, among other things, details concerning the Arrangement, the background to and reasons for the favourable recommendation of the Arrangement by the Board, the requirements for the Arrangement to become effective, the procedure for receiving consideration payable under the Arrangement, procedures for voting at the Meeting and other related matters. UEX Securityholders are urged to carefully review the Circular and accompanying materials as they contain important information regarding the Arrangement and its consequences to UEX Securityholders.

SHAREHOLDER QUESTIONS AND VOTING ASSISTANCE

UEX Securityholders who have questions or need assistance in voting should contact Laurel Hill Advisory Group by telephone at 1-877-452-7184 (North American Toll Free) or 1-416-304-0211 (Outside North America), or by email at assistance@laurelhill.com.

RECEIPT OF INTERIM COURT ORDER

The Company today also announced that on July 8, 2022, it was granted an interim order (the "Interim Order") by the Supreme Court of British Columbia (the "Court") regarding the Arrangement. The Interim Order authorizes UEX to proceed with various matters, including the holding of the Meeting to consider and vote on the proposed Arrangement.

About UEX

UEX is a Canadian uranium and cobalt exploration and development company involved in an exceptional portfolio of uranium projects.

UEX's directly-owned portfolio of projects is located in the eastern, western and northern perimeters of the Athabasca Basin, the world's richest uranium region which in 2020 accounted for approximately 8.1% of the global primary uranium production. In addition to advancing its uranium development projects through its ownership interest in JCU, UEX is currently advancing several other uranium deposits in the Athabasca Basin which include the Paul Bay, Ken Pen and ?rora deposits at the Christie Lake Project, the Kianna, Anne, Colette and 58B deposits at its currently 49.1%-owned Shea Creek Project, the Horseshoe and Raven deposits located on its 100%-owned Horseshoe-Raven Project and the West Bear Uranium Deposit located at its 100%-owned West Bear Project.

UEX is also 50:50 co-owner of JCU (Canada) Exploration Company, Limited ("JCU"). JCU's portfolio of projects includes interests in some of Canada's key future uranium development projects, notably a 30.099% interest in Cameco's Millennium Project, a 10% interest in Denison's Wheeler River Project, and a 33.8123% interest in Orano Canada's Kiggavik Project, located in the Thelon Basin in Nunavut, as well as minority interests in nine other grassroots uranium projects in the Athabasca Basin.

UEX is also leading the discovery of cobalt in Canada, with three cobalt-nickel exploration projects located in the Athabasca Basin of northern Saskatchewan, including the only primary cobalt deposit in Canada. The 100% owned West Bear Project hosts the West Bear Cobalt-Nickel Deposit, the newly discovered Michael Lake Co-Ni Zone, and the West Bear Uranium Deposit. UEX also owns 100% of two early-stage cobalt exploration projects, the Axis Lake and Key West Projects.

Forward-Looking Statement Cautions:

This news release contains statements that constitute "forward-looking information" for the purposes of

Canadian securities laws. These forward-looking statements or information relate to, among other things: the anticipated benefits of the Arrangement to UEC, UEX and their respective securityholders; the timing and receipt of required UEX Shareholder, UEX Securityholder, Court, stock exchange and regulatory approvals for the Arrangement; the ability of UEC and UEX to satisfy the other conditions to, and to complete, the Arrangement; the anticipated timing of closing of the Arrangement; and future growth potential for UEC and its businesses.

In respect of the forward-looking information concerning the anticipated completion of the proposed Arrangement and the anticipated timing for completion of the Arrangement, the Company has provided them in reliance on certain assumptions that it believes are reasonable at this time, including assumptions as to the ability of UEX to receive, in a timely manner, the necessary UEX Shareholder, UEX Securityholder, Court, stock exchange and regulatory approvals; and the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Arrangement. Timing of these matters may change for a number of reasons, including the inability to secure the necessary UEX Shareholder, UEX Securityholder, Court, stock exchange and regulatory approvals in the time assumed or the need for additional time to satisfy the other conditions to the completion of the Arrangement. Accordingly, readers should not place undue reliance on the forward-looking information contained in this news release concerning these times.

These statements reflect the Company's current views with respect to future events and are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Such factors include, the synergies expected from the Arrangement not being realized; business integration risks; fluctuations in general macro-economic conditions; fluctuations in securities markets and the market price of UEC Shares; fluctuations in the spot and forward price of uranium or certain other commodities (such as natural gas, fuel oil and electricity); fluctuations in the currency markets (such as the Canadian dollar and the U.S. dollar); changes in national and local government, legislation, taxation, controls, regulations and political or economic developments in Canada and the United States; operating or technical difficulties in connection with mining or development activities; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards and industrial accidents); risks relating to the credit worthiness or financial condition of suppliers, refiners and other parties with whom the parties do business; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on mining, availability and increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses, permits and approvals from government authorities; title to properties; and the factors identified under the caption "Risk Factors" in UEX's Annual Information Form. In addition, the failure of UEX to comply with the terms of the Arrangement Agreement may result in UEX being required to pay a termination fee to UEC, the result of which could have a material adverse effect on UEX's financial position and results of operations and its ability to fund growth prospects and current operations. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information to reflect changes in assumptions or changes in circumstances or any other events affecting such information, other than as required by applicable law.

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