

# Gold Fields Agrees to Sell its Interest in Rusoro Mining

10.01.2024 | [CNW](#)

TORONTO, Jan. 10, 2024 - Gold Fields Netherlands Services B.V. ("GF Netherlands"), a wholly-owned indirect subsidiary of [Gold Fields Ltd.](#), announces that it has entered into a share purchase agreement dated January 9, 2024 (the "Agreement") with Fulcrum Global Markets LLC, a Delaware limited liability company ("Fulcrum"), to sell 140,000,001 common shares ("Common Shares") in the capital of [Rusoro Mining Ltd.](#) (TSXV: RML) ("Rusoro") for an aggregate initial cash purchase price of approximately US\$62,323,793 (approximately C\$83,339,376) and certain additional contingent consideration upon the occurrence of specified events described below (the "Transaction"). The initial cash purchase price represents a price of approximately US\$0.45 (approximately C\$0.60) per Common Share.

Under the Agreement, GF Netherlands will be entitled to receive from Fulcrum the following additional contingent consideration for the Common Shares to be purchased by Fulcrum (the "Purchased Shares"):

1. a top-up amount in cash calculated in accordance with the Agreement in the event that, within 18 months following closing of the Transaction, Fulcrum or any of its affiliates acquires, directly or indirectly, in one or more transactions, additional Common Shares which collectively result in their aggregate holdings exceeding 50% of the issued and outstanding Common Shares; and
2. an amount in cash from time to time equal to 15% of the value of any gross proceeds paid at any time to Fulcrum or any of its affiliates from Rusoro or third parties in respect of the Purchased Shares (including in connection with any disposition of the Purchased Shares, or as a dividend, distribution, return of capital, share repurchase or similar amount), to the extent that the gross amount of such cumulative proceeds exceeds US\$210,000,000.

Immediately prior to entering into the Agreement, GF Netherlands beneficially owned 140,000,001 Common Shares, representing approximately 24.4% of the issued and outstanding Common Shares on an undiluted basis. Upon closing of the Transaction, GF Netherlands will no longer own or control any Common Shares.

GF Netherlands agreed to sell the Purchased Shares pursuant to its ongoing portfolio management strategies. Closing of the Transaction is subject to certain closing conditions as set out in the Agreement.

## About GF Netherlands

GF Netherlands is a wholly-owned subsidiary of [Gold Fields Ltd.](#), a globally diversified gold producer with nine operating mines in Australia, South Africa, Ghana and Peru and two projects in Canada and Chile. The address of GF Netherlands is Crown Business Centre Key-Point, Schipholweg 103, Leiden, 2316 XC, The Netherlands.

This news release is issued pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues. For further information, a copy of the early warning report filed by GF Netherlands in accordance with applicable securities laws will be available under Rusoro's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca), or to otherwise obtain a copy of the early warning report, please contact:

SOURCE Gold Fields Netherlands Services B.V.

## Contact

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Die URL für diesen Artikel lautet:

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