

Golden Ridge Resources Signs Agreement to Acquire Majority Interest in Brazilian Mining Producer MM Group Ltda.

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[Golden Ridge Resources Ltd.](#) (TSX-V: GLDN) ("Golden Ridge" or the "Company") is pleased to announce it has entered into a definitive agreement (the "Share Exchange Agreement") dated June 5, 2024 with MM Group LTDA. ("MMG"), Minas Mineração Ltda. ("Minas") and certain members of MMG (collectively, the "Vendors") pursuant to which it will acquire an 80% interest in MMG in consideration of the issuance of common shares in the capital of Golden Ridge (the "Golden Shares") to the Vendors (the "Proposed Transaction"). It is anticipated that the Proposed Transaction will constitute a "Reverse Takeover" of Golden Ridge in accordance with Policy 5.2 - Changes of Business and Reverse Takeovers of the TSX Venture Exchange (the "Exchange"). The Proposed Transaction is an Arm's Length Transaction as contemplated in Exchange Policy 5.2.

"We are thrilled to be entering into a definitive agreement with MMG. Both parties have worked extremely hard over the past several months to get to this point, and I would like to thank all involved for their tireless efforts" stated Golden Ridge CEO, Mike Blady. "MMG has undergone rapid growth since inception and is poised to continue a similar trajectory as the business continues to develop and expand. Upon consummating the Proposed Transaction, the newly minted company will have additional access to capital in Canada, the U.S. and globally, increased visibility and the ability to facilitate growth on a truly world class exchange."

Rodrigo Quintão, Director of MM Group LTDA stated, "This combination of our two companies represents a significant new path for growth. The access to the capital markets will enable the combined company to more rapidly implement our current growth strategies for innovation and new clean technologies that we view as the future. We look forward to working with the team at Golden Ridge."

About MM Group LTDA.

MM Group LTDA is a dynamic iron ore mining, exploration, trading and logistics company based out of Belo Horizonte, Brazil. MMG, through its subsidiaries, currently operates the Sabinópolis Iron Ore Mine located approximately 270 kilometers northeast of Belo Horizonte in Minas Gerais State and controls approximately 50,000 hectares of exploration and development tenements in Minas Gerais and Bahia States. MMG specializes in operating small- and medium-sized iron ore mines and is focused on dry processing using magnetic concentration technology. This technology eliminates the need for tailings dams, which make these projects attractive for safe and environmentally sustainable development.

Summary of the Proposed Transaction

- Golden Ridge will acquire 80% of the issued and outstanding membership interests in MMG from the Vendors in consideration of the issuance of Golden Shares having a deemed value of \$89,218,676, resulting in a reverse takeover of Golden Ridge by MMG. The value attributed to MMG was reached by arm's length negotiation between the parties and based on, among other things, each party's historical financial performance. The Proposed Transaction ascribes a value of approximately \$10,000,000 to Golden Ridge.
- Prior to completion of the Proposed Transaction, it is anticipated that Golden Ridge will consolidate the Golden Shares (the Consolidation") on the basis of approximately 2.927 pre-Consolidation shares for each one (1) post-Consolidation shares, subject to adjustment.

- Following the reverse takeover, the resulting entity, the (Resulting Issuer") will continue doing the business of MMG under a name to be determined by Golden Ridge and MMG prior to the closing of the Proposed Transaction (the "Name Change").
- The Golden Shares to be issued pursuant to the Proposed Transaction will be issued pursuant to exemptions from the prospectus requirements of applicable securities legislation. Certain of these shares are expected to be subject to resale restrictions or escrow as per the policies of the Exchange, including those securities issued to "Principals" (as defined under Exchange policies).
- Prior to the completion of the Proposed Transaction, including the Consolidation, Golden Ridge has 58,541,320 Golden Shares outstanding. Upon completion of the Proposed Transaction and the Consolidation and assuming completion of the minimum Concurrent Financing (as defined below), it is anticipated that existing Golden Ridge shareholder will hold approximately 10.14% of the common shares in the capital of the Resulting Issuer (the "Resulting Issuer Shares"), former MMG members will hold approximately 87.83% of the Resulting Issuer Shares and investors under the Concurrent Financing will hold approximately 2.03% of the Resulting Issuer Shares. In the event the maximum concurrent financing is completed, existing Golden Ridge shareholders, former MMG members and investors in the Concurrent Financing will hold approximately 9.38%, 81.24% and 9.28% of the Resulting Issuer Shares, respectively.
- In connection with the completion of the Proposed Transaction Golden Ridge and the Vendors are expected to enter into an agreement (the Members' Agreement") to govern the operation of MMG following closing. The Members' Agreement is expected to include customary terms including a free-carried interest on the 20% of MMG not being acquired by Golden Ridge as well as a right of first refusal in favour of the Resulting Issuer to acquire such interest.
- The completion of the Proposed Transaction remains subject to a number of terms and conditions, among other standard conditions for a transaction of this nature, including, among other things:
 - MMG delivering a NI 43-101-compliant technical report for MMG's material properties that is acceptable to the Exchange and Golden Ridge;
 - If required by the Exchange, MMG delivering a title opinion for each of its material properties in form and content satisfactory to the Exchange and the Company;
 - No material adverse changes occurring in respect of either MMG or Minas;
 - The parties obtaining all necessary consents, orders and regulatory and shareholder approvals, including the conditional approval of the Exchange, subject only to customary conditions of closing;
 - If required by the Exchange, delivery of a sponsor report and an independent valuation satisfactory to the Exchange;
 - The Name Change;
 - Completion of the Concurrent Financing described below; and
 - Exchange acceptance. There can be no assurance that all of the necessary regulatory and shareholder approvals will be obtained or that all conditions of closing will be met.

Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 1 Mining Issuer on the Exchange, with MMG as its primary operating subsidiary.

Concurrent Financing

In connection with the Proposed Transaction, the Company will arrange a concurrent non-brokered private placement for sufficient gross proceeds for the Resulting Issuer to meet the Exchange's listing requirement, currently anticipated to be in the range of minimum gross proceeds of \$2,000,000 and maximum gross

proceeds of \$10,000,000 (the "Concurrent Financing"). Finder's fees may be paid in connection with the Concurrent Financing within the maximum amount permitted by the policies of the Exchange. The proceeds of the Concurrent Financing will be used to fund (i) expenses of the Proposed Transaction and the Concurrent Financing, (ii) the exploration and other expenses relating to MMG's business, and (iii) the working capital requirements of the Resulting Issuer. Additional information concerning the Concurrent Financing will be included in a subsequent news release.

Summary of Proposed Directors and Officers of the Resulting Issuer

In conjunction with and upon closing of the Proposed Transaction, the board of directors of the Resulting Issuer is expected to consist of seven (7) directors, three (3) of whom will be nominated by MMG, two (2) of whom will be nominated by Golden Ridge and two (2) of whom will be jointly nominated. If applicable, the existing directors and officers of the Company shall resign at or prior to the closing of the Proposed Transaction.

The first directors of the Resulting Issuer are expected to include Mike Blady, Rodrigo Quintão, William Lindqvist and Ives Muller and such additional directors as determined by the parties. These directors shall hold office until the first annual meeting of the shareholders of the Resulting Issuer following closing, or until their successors are duly appointed or elected. The first officers of the Resulting Issuer are expected to be Mike Blady (Chief Executive Officer), Douglas Meirelles (President), Terese Gieselman (Chief Financial Officer and Corporate Secretary), Leonardo Quintão (Chief Business Officer), Rodrigo Quintão (Chief Operating Officer) and Isreal Gonzaga (Country Executive) and such other officers as determined by the Resulting Issuer.

Summary of Insiders of the Resulting Issuer other than Directors and Officers

No insiders of the Resulting Issuer are expected other than the board and management.

Sponsorship of Proposed Transaction

Sponsorship of the Proposed Transaction may be required by the Exchange unless an exemption or waiver from this requirement is obtained in accordance with the policies of the Exchange. MMG has not yet engaged a sponsor in connection with the Proposed Transaction. MMG intends to apply for an exemption from the Exchange's sponsorship requirement. Additional information on sponsorship arrangements will be provided once available.

Other Information relating to the Proposed Transaction

The Proposed Transaction is not a "related party transaction" as such term is defined by Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions and is not subject to Policy 5.9 of the Exchange.

No finder's fees are expected to be payable in connection with the Proposed Transaction.

In accordance with Exchange Policy 5.2, Golden Ridge intends to apply for an exemption from obtaining shareholder approval, as the Proposed Transaction exhibits the following characteristics: (i) the Proposed Transaction is not a related party transaction (and no other circumstances exist which may compromise the independence of Golden Ridge or other interested parties); (ii) Golden Ridge is not subject to a cease trade order and management believes it will not be suspended from trading on completion of the Proposed Transaction; and (iii) there is no requirement to obtain shareholder approval of the Proposed Transaction (or any element thereof) under any applicable corporate or securities laws.

In accordance with the policies of the Exchange, trading in Golden Shares has been halted as a result of this announcement and are not expected to resume trading until completion of the Proposed Transaction.

Additional information concerning the Proposed Transaction, the Company, MMG (including summary

financial information) and the Resulting Issuer will be provided in a subsequent news release.

The Transaction remains subject to all requisite approvals, including the approval of the TSX Venture Exchange. All securities to be issued pursuant to the Concurrent Financing will be subject to a statutory four month and one day hold period from the closing date as prescribed under applicable securities laws.

About Golden Ridge

Golden Ridge is a TSX-V-listed exploration company engaged in acquiring and advancing mineral properties located in British Columbia and Newfoundland. Golden Ridge owns a 100% interest in the 1,552 hectare Williams gold property located in Newfoundland's Appleton Fault Corridor 45km southwest of Gander and a 100% interest in the 1,700 hectare Hank copper-gold-silver-lead-zinc property located in the Golden Triangle district, approximately 140 kilometres north of Stewart, British Columbia and has a portfolio of exploration projects in Newfoundland.

ON BEHALF OF THE BOARD OF DIRECTORS OF

[Golden Ridge Resources Ltd.](#)

"Mike Blady"

Mike Blady

President and Chief Executive Officer

For more information regarding this news release, please contact:

Mike Blady, CEO and Director

T: 250-717.3151

W: www.goldenridgeresources.com

Qualified Person

Marcelo Antonio Batelochi, P.Geo., MAusIMM CP, a consultant of MMG is a qualified person as defined by NI 43-101 and has reviewed and approved the contents and technical disclosures in this press release. Neither Mr. Mike Blady nor the Company has verified the technical information in this press release.

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to, Exchange acceptance and, if applicable pursuant to Exchange Requirements, disinterested approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Golden Ridge should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

All information contained in this news release with respect to Golden Ridge and MMG was supplied by the parties, respectively, for inclusion herein, and Golden Ridge and its respective directors and officers have relied on MMG for any information concerning such party.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations (including negative and grammatical variations) of such words and phrases or state that certain acts, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information in this press release may include, without limitation, statements relating to: the completion of the Proposed Transaction and the Consolidation and the timing thereof, the proposed business of the Resulting Issuer, degree to which historical results are reflective of actual mineral resources, the completion of the proposed Concurrent Financing and the use of proceeds therefrom, the proposed directors and officers of the Resulting Issuer, obtaining regulatory approval for the Proposed Transaction, the completion of the Name Change, Exchange sponsorship requirements and intended application for exemption therefrom, the entering into of the Members' Agreement, shareholder and regulatory approvals, and future press releases and disclosure.

These statements are based upon assumptions that are subject to significant risks and uncertainties, including risks regarding the mining industry, commodity prices, market conditions, general economic factors, management's ability to manage and to operate the business, and explore and develop the projects, of the Resulting Issuer, and the equity markets generally. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of each of Golden Ridge and MMG may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although each of Golden Ridge and MMG believes that the expectations reflected in forward looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, each of Golden Ridge and MMG disclaims any intention and assume no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

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