

Reunion Gold Special Committee and Board of Directors Unanimously Recommended That Securityholders Vote for the Arrangement Mailing of Joint Management Information Circular is Underway

13.06.2024 | [GlobeNewswire](#)

- *Annual general and special shareholders meeting to be held on July 9, 2024, to approve the Arrangement with G Mining Ventures*
- *Reunion Gold Board recommended voting FOR the Arrangement*

LONGUEUIL, June 13, 2024 - [Reunion Gold Corp.](#) (TSXV: RGD; OTCQX: RGDF) (the "Company" or "Reunion Gold") announced today that it has filed and will commence mailing of the joint management information circular (the "Circular") and related materials for its annual general and special meeting (the "Meeting") of the holders of Reunion Gold common shares (the "Reunion Gold Shareholders") and the holders of options ("Reunion Gold Options") to purchase Reunion Gold common shares (the "Reunion Gold Optionholders") and together with the Reunion Gold Shareholders, the "Reunion Gold Voting Securityholders"), to be held at the offices of Stikeman Elliott LLP, located at 5300 Commerce Court West, 199 Bay St. Toronto, Ontario, M5L 1B9, on July 9, 2024, at 10:00 a.m. (EDT).

Annual General and Special Meeting on July 9, 2024

At the Meeting, Reunion Gold Voting Securityholders will be asked to consider and vote on, among other things, a special resolution (the "Arrangement Resolution") approving a statutory plan of arrangement (the "Arrangement"), subject to the terms and conditions of an arrangement agreement dated April 22, 2024, and amended as of June 7, 2024 (the "Arrangement Agreement"), entered into between Reunion Gold, [G Mining Ventures Corp.](#) ("GMIN"), and [Greenheart Gold Inc.](#) (formerly 15963982 Canada Inc.) ("Spinco" or "Greenheart").

Pursuant to the Arrangement, a new entity to be incorporated to hold and manage the combined business of Reunion Gold and GMIN ("New GMIN") will acquire (i) all of the issued and outstanding common shares in the capital of Reunion Gold (each whole share, a "Reunion Gold Share") and (ii) all of the issued and outstanding common shares in the capital of GMIN (each whole share, a "GMIN Share") by way of a proposed plan of arrangement under Section 192 of the *Canada Business Corporations Act*, in an all-equity business combination transaction.

Immediately following the completion of the Arrangement:

- Reunion Gold Shareholders will receive 0.07125 of a common share of New GMIN (each whole share, a "New GMIN Share") and 0.05 of a common share of Spinco (each whole share, a "Spinco Share") for each Reunion Gold Share held;
- holders of GMIN Shares (the "GMIN Shareholders") will receive 0.25 of a New GMIN for each GMIN Share held;
- Reunion Gold will assign and transfer to Spinco all of its assets other than the Oko West project located in Northwest Guyana (the "Oko West Project"), and \$15 million in cash;
- existing Reunion Gold Shareholders and GMIN Shareholders will own approximately 43% and 57%, respectively, of New GMIN on a fully-diluted in-the-money basis prior to a concurrent US\$50 million equity financing (which may be increased to US\$60 million); and
- Reunion Gold Shareholders and New GMIN will own 80.1% and 19.9% respectively, of the outstanding Spinco Shares.

The Arrangement will require approval by: (a) at least 66 2/3% of the votes cast by the Reunion Gold

Shareholders, present in person or represented by proxy at the Meeting; (b) at least 66 2/3% of the votes cast by the Reunion Gold Voting Securityholders, present in person or represented by proxy at the Meeting, voting together as a single class; and (c) a majority of the votes cast by the Reunion Gold Shareholders present in person or represented by proxy at the Meeting, excluding the votes attached to the Reunion Gold Shares in accordance with Section 8.1(2) of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Arrangements.

Directors and members of senior management of Reunion Gold and La Mancha, as well as two subsidiaries of, and a trust controlled by, Dundee Corporation, who in the aggregate own approximately 29% of the outstanding Reunion Gold Shares, have entered into voting support agreements pursuant to which they have agreed to vote their shares in favor of the Arrangement, subject to the terms thereof.

Reunion Gold Special Committee and Board Recommendation

The special committee (the "Reunion Gold Special Committee") of the Reunion Gold board of directors (the "Reunion Gold Board") formed for the purpose of considering the Arrangement, unanimously determined, after careful consideration, including a thorough review of the Arrangement Agreement, the fairness opinions provided by BMO Capital Markets and SCP Resource Finance LP, and other matters considered relevant, that the Arrangement is in the best interests of Reunion Gold. Accordingly, the Reunion Gold Special Committee unanimously recommended that the Reunion Gold Board approve the Arrangement Agreement and recommend that Reunion Gold Voting Securityholders vote in favour of the Reunion Gold Arrangement Resolution.

The Reunion Gold Board unanimously recommends that Reunion Gold Voting Securityholders vote FOR the Arrangement Resolution.

Receipt of Interim Order

Reunion Gold is also pleased to announce that the Ontario Superior Court of Justice (Commercial List) (the "Court") has granted an interim order providing for the calling and holding of the Meeting and other procedural matters relating to the Arrangement.

The Arrangement is subject to certain conditions, including the approval by Reunion Gold Voting Securityholders of the Reunion Gold Arrangement Resolution and the GMIN Shareholders of a special resolution approving the Arrangement at a duly called meeting of the GMIN Shareholders, the approval of the Ontario Superior Court of Justice (Commercial List) and the approval of the TSX. Assuming all the conditions to completion of the Arrangement are satisfied, the Company anticipates the Arrangement to close on or about July 15, 2024.

Spinco TSXV Listing Application

In connection with the Arrangement, Greenheart has applied to list its shares on the TSXV as a Tier 2 exploration company. As part of the Arrangement, the Majorodam Project will be transferred to Greenheart. Concurrently with the filing of the Circular, Reunion Gold has filed a technical report in respect of the Majorodam project titled "NI 43-101 Technical Report on the Majorodam Gold Project - Sipaliwini and Brokopondo districts of Suriname, South America", dated effective May 20, 2024, prepared by Ross Sherlock of Ph.D., P.Geo. of Tantalus Geoscience Services Ltd., a copy of which is available under Reunion Gold's SEDAR+ profile.

Other Matters to be Considered at the Meeting

In addition to the Reunion Gold Arrangement Resolution, the Meeting will be held for the following purposes:

1. to receive and consider the annual consolidated financial statements of Reunion Gold for the financial year ended December 31, 2023 and the external auditors' report thereon;
2. to elect the directors of Reunion Gold for the ensuing year;
3. to appoint Raymond Chabot Grant Thornton LLP as the independent auditors of Reunion Gold and to authorize the directors to fix the auditors' compensation;
4. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution ratifying and approving Reunion Gold's amended and restated share option plan for continuation until the next annual shareholder meeting of Reunion Gold; and

5. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution approving the adoption of the Spinco share option plan.

Voting

If you do not expect to be present and vote your securities at the Meeting, please vote your securities online over the Internet, by telephone or by mail. Please refer to the instructions on the form of proxy or voting instruction form included with this notice on how to vote your Reunion Gold Voting Securities. Information on voting can also be easily found on Reunion Gold's voting microsite at www.ReunionVotes.com.

If you have any questions or need more information about voting your Reunion Gold Shares, please contact Reunion Gold's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, by telephone at 1-888-564-7333 (toll-free in North America) or at 1-416-623-2516 (collect call and text enabled outside North America), or by email at contactus@kingsdaleadvisors.com.

Copies of the Circular and related meeting materials and the Arrangement Agreement can be downloaded from Reunion Gold's voting microsite at www.ReunionVotes.com, Reunion Gold's website at www.reuniongold.com and under Reunion Gold's issuer profile on SEDAR+ at www.sedarplus.ca.

About Reunion Gold Corporation

[Reunion Gold Corp.](#) (TSXV:RGD) (OTCQX:RGDFF) is a leading gold explorer in the Guiana Shield, South America. In 2020, Reunion Gold announced an exciting new greenfield gold discovery at its Oko West project in Guyana and announced its maiden mineral resource estimate in June 2023 after just 22 months of resource definition drilling. In February 2024, Reunion Gold announced an updated Mineral Resource Estimate (the "2024 MRE") containing a total of 4.3 Moz of gold in Indicated Resources grading 2.05 g/t and 1.6 Moz of gold in Inferred Resources grading 2.59 g/t. The 2024 MRE includes an underground Resource containing 1.1 Moz of gold at a grade of 3.12 g/t Au in the Inferred category. Please refer to the Technical Report entitled "NI 43-101 Technical Report, Oko West Gold Project, Cuyuni-Mazaruni Mining Districts, Guyana" dated April 11, 2024, available under Reunion Gold's profile on SEDAR+.

The Company's common shares are listed on the TSX Venture Exchange under the symbol 'RGD' and trade on the OTCQX under the symbol 'RGDFF'. Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.reuniongold.com).

For further information, please contact:

[Reunion Gold Corporation](#)

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Cautionary Statement Regarding Forward-Looking Statements

All statements, other than statements of historical fact, contained in this press release constitute "forward-looking information" and "forward-looking statements" within the meaning of certain securities laws and are based on expectations and projections as of the date of this press release. Forward-looking statements contained in this press release include, without limitation, those related to (i) the Meeting to be held on July 9, 2024; (ii) the approval of the Arrangement by at least two-thirds of the votes cast by Reunion Gold Shareholders and Reunion Gold Voting Security Holders; (iii) the Arrangement to close in July 2024; (iv) the state of things immediately following the completion of the Arrangement, notably the ownership of New GMIN by Reunion Gold Shareholders and GMIN Shareholders, respectively; (v) the listing of the Spinco Shares on the TSXV; and (vi) more generally, the section entitled "About Reunion Gold Corporation."

Forward-looking statements are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the time of such statements, are inherently subject

to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, those underlying the statements in the "About Reunion Gold Corporation" section.

Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. There can be no assurance that, notably but without limitation, the Company will (i) bring the Oke West Project into commercial production within budget; or (ii) grow into the next intermediate producer, as future events could differ materially from what is currently anticipated by the Company. There can neither be any assurance that (i) the Reunion Gold Voting Securityholders will vote in favor of the Arrangement; (ii) the Arrangement will close; and (iii) the outcome of the Arrangement will be as set out in this press release, as future events could differ materially from what is currently anticipated by the Company.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements and those made in the Company's other filings with the securities regulators of Canada including, but not limited to, the cautionary statements made in the relevant sections of the Company's (i) Annual Information Form dated April 25, 2024, for the financial year ended December 31, 2023, and (ii) Management's Discussion & Analysis for the financial year ended December 31, 2023. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. The Company disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/473410--Reunion-Gold-Special-Committee-and-Board-of-Directors-Unanimously-Recommended-That-Securityholders-Vote>

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