

Further Adjournment of Meeting for Approval of Spin-Off and Reverse Takeover with Allied Critical Metals Corp.

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[DeepRock Minerals Inc.](#) (the "Company" or "Deerock") (CSE Symbol: "DEEP"), announces that the adjournment of its 2024 annual general and special meeting of shareholders (the "Meeting") was held and further adjourned until December 30, 2024 at 10:00 am (Pacific Time). The Meeting was called to approve, among other annual business, a plan of arrangement (the "Arrangement") involving Deerock, its shareholders and Allied Critical Metals Corp. ("ACM"), as set forth pursuant to an arrangement agreement with an effective date of September 30, 2024 between Deerock and ACM (the "Arrangement Agreement").

As previously advised on November 22, 2024, the Company conducted all annual matters proposed at the Meeting on the initial meeting date of November 21, 2024, but the Company had postponed the approval of the Arrangement in order to provide additional time for ACM to produce separate audited financial statements for the year ended June 30, 2024 and 2023 for predecessor issuer Pan Metals Unipessoal Lda and related materials, and for the Company's shareholders to review those materials, which will be made available on the Company's profile on SEDAR+ at www.sedarplus.ca as permitted by the interim court order received by the Company on October 21, 2024.

As those materials are still underway, the Company has further adjourned the Meeting until December 30, 2024.

The details of the Meeting, including how to attend the Meeting, are set out in the Company's management information circular dated October 23, 2024 (the "Circular") which is publicly available under the Company's profile on SEDAR+ at www.sedarplus.ca. The record date and location for the reconvened Meeting remain unchanged.

During the adjournment, the Company will continue to solicit votes from its shareholders with respect to the Arrangement. Shareholders who have already submitted a proxy do not need to vote again for the adjourned Meeting as all previously submitted proxies, including those submitted after the original cut off date for the Meeting remain valid. The updated deadline for receipt of proxies is December 24, 2024 at 3:00 pm (Pacific time) and for notices of dissent is December 24, 2024 at 10:00 am (Pacific time) or two business days prior to any further adjournment or postponement of the Meeting. The board of directors of the Company continues to recommend that shareholders vote in favour of the Arrangement and encourages all shareholders to submit their proxies before the new cut-off date.

Shareholders with questions on how to vote their common shares are encouraged to contact the Company's transfer agent, Odyssey Trust Company, toll-free in North America at 1-888-290-1175 or by email at clients@odysseytrust.com.

Assuming approval of the Arrangement at the adjourned Meeting on December 30, 2024, the Company will seek a final order of the Court for approval of the Arrangement on January 9, 2025 which would allow for completion of the Arrangement and related transactions on or after that date.

1. Further Information

At the adjourned Meeting, the Arrangement will require the approval of (i) two-thirds of the votes cast by shareholders at the Meeting and (ii) a simple majority of the votes cast by securityholders (each of the shareholders and warrant holders of the Company voting as separate class) at the Meeting, excluding votes from Andrew Lee and Keith Margetson and their respective associates.

Additional details regarding the terms of the Arrangement can be found in the Circular. The Company will provide further updates on the Meeting and the Arrangement as they are available.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities to be issued in connection with the Arrangement 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.

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

There can be no assurance that the Arrangement will be completed as proposed, or at all. Investors are cautioned that, except as disclosed in the Listing Statement to be prepared in connection with the Arrangement, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

For further information concerning this press release, please contact:

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The Canadian Securities Exchange has in no way passed on the merits of the Arrangement and has neither approved nor disapproved the contents of this news release.

2. Cautionary Statement and Forward-Looking Information

All information contained in this news release with respect to the Company and ACM was supplied by the parties, respectively, for inclusion herein, and each such party has relied on the other party for any information concerning such party.

Certain statements contained in this press release constitute forward-looking information, including statements regarding the expected issuance of approval of the Company's shareholders and the Exchange and the expected commencement of trading of the common shares of the Resulting Issuer on the Exchange. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. The business of the Company is subject to a number of material risks and uncertainties. Please refer to SEDAR+ filings for further details. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the parties. The material factors and assumptions include the parties being able to obtain the necessary corporate, regulatory and other third parties approvals. The forward looking information contained in this release is made as of the date hereof and the parties are not obligated to update or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward looking information contained herein.

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