

# Rockridge Announces Results From its Annual General and Special Meetings of Shareholders to Approve Business Combination with Eros Resources and MAS Gold

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Vancouver, Jan. 07, 2025 - [Rockridge Resources Ltd.](#) (TSX-V: ROCK) (OTCQB: RRRLF) (Frankfurt: RR0) ("Rockridge") (the "Company") is pleased to announce the voting results from its Annual General and Special Meeting of Shareholders ("the "Meeting"), held on January 6<sup>th</sup>, 2025.

Shareholders voted in favour of all matters of business before the Meeting. Each of those matters is set out in detail in the Management Information Circular published in connection with the Meeting, which is available on the Company's website <https://www.rockridgeresourcesltd.com/>

A total of 51,050,981 common shares, representing approximately 41% of the Company's outstanding common shares, were voted in person and by proxy at the Meeting. Shareholders voted in favour of the previously announced three-way merger transaction (the "Transaction"), pursuant to which, Eros will acquire (i) all of the issued and outstanding shares of Rockridge by way of plan of arrangement under the Business Corporations Act (British Columbia) (the "Rockridge Arrangement") and (ii) all of the issued and outstanding shares of MAS Gold that it does not already own by way of plan of arrangement under the Business Corporations Act (British Columbia) (the "MAS Arrangement").

At the Meeting, each of Jonathan Wiesblatt, Jordan Trimble, Joseph Gallucci, Tim Termuende and Ross McElroy were elected to the board of directors of the resulting company (the "Board") for the ensuing year. Rockridge's shareholders also approved the appointment of Davidson and Company LLP as the auditors of the Company for the ensuing year and authorized the Board to determine the auditor's remuneration.

Rockridge's CEO Jon Wiesblatt commented: "This is a monumental day for Rockridge and for its shareholders. The pending transaction between Eros, MAS Gold and Rockridge will create a pure-play, well financed gold and copper company with operations focused in the La Ronge gold belt in Saskatchewan. Post the completion of the transaction the company will have six exciting exploration projects with several gold and copper deposits. This collection of highly prospective projects will help to drive value for shareholders going forward. The newly created board of directors has many decades of expertise operating and exploring for gold and copper in Saskatchewan and is well suited to creating value for shareholders. We are looking forward to working with the new board and all stakeholders to build the next great exploration company in Western Canada."

Rockridge's President Jordan Trimble commented: "We are thrilled to have shareholder approval for this transformational transaction for Rockridge. Upon final completion of the merger, the company will be well positioned to take advantage of strengthening gold and copper markets with highly prospective assets in Saskatchewan host to resources and robust exploration upside potential. We look forward to a busy year ahead with exploration being planned at several of the gold projects."

Pursuant to the Transaction, shareholders of Rockridge will receive 0.375 common shares of Eros (each full share, an "Eros Share") for each Rockridge common share (a "Rockridge Share") held and shareholders of MAS Gold will receive 0.25 Eros Shares for each MAS Gold common share (a "MAS Gold Share") held. Upon closing of the Transaction, existing Eros shareholders will own approximately 42.37% of the combined company, existing MAS Gold shareholders will own approximately 37.33% of the combined company, and existing Rockridge shareholders will own approximately 20.30% (based on the current issued and outstanding shares of each of the companies).

Rockridge has also been informed by Eros and MAS Gold that all requisite shareholder approvals required

by each of them for the completion of the Transaction, as described in detail in the Information Circular, were obtained today at meetings of the shareholders of Eros and MAS Gold, respectively. The companies will apply for final orders approving the Transaction from the Supreme Court of British Columbia on January 9, 2025. Closing of the transaction remains subject to certain customary closing conditions including court approval. Assuming the satisfaction of these closing conditions, the transaction is expected to close by mid-January 2025.

#### ?Additional Information

Full details of the Transaction are set out in the Business Combination Agreement, which is filed on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

On behalf of the Board,

Jonathan Weisblatt  
?CEO

#### About Rockridge Resources Ltd.

Rockridge Resources Ltd. is a public mineral exploration company focused on the acquisition, exploration and development of mineral resource properties in Canada, specifically copper and gold. Rockridge's 100% owned Knife Lake Project is located in Saskatchewan which is ranked as a top mining jurisdiction in the world by the Fraser Institute. The project hosts the Knife Lake Deposit, which is a VMS, near-surface Cu-Co-Au-Ag-Zn deposit open along strike and at depth. There is strong discovery potential in and around the deposit area as well as at regional targets on the large property package. Rockridge's gold asset is its 100% owned Raney Gold Project, which is a high-grade gold exploration project located in the same greenstone belt that hosts the world class Timmins and Kirkland Lake lode gold mining camps. Additional information about Rockridge and its project portfolio can be found on the Company's website at [www.rockridgeresourcesltd.com](http://www.rockridgeresourcesltd.com).

Rockridge Resources Ltd.

Jonathan Wiesblatt, CEO  
Nicholas Coltura, Corporate Communications  
?  
?Email: [info@rockridgeresourcesltd.com](mailto:info@rockridgeresourcesltd.com)  
[jwiesblatt@rockridgeresourcesltd.com](mailto:jwiesblatt@rockridgeresourcesltd.com)

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None of the securities to be issued pursuant to the Transaction have been, nor will be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction.

#### Forward-Looking Information and Statements

This press release contains certain "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the beliefs of the Company regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information

or forward-looking statements can be identified by the use of forward-looking terminology such "could", "intend", "expect", "believe", "will", "projected", "planned", "estimated", "soon", "potential", "anticipate" or variations of such words. By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and/or the combined company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the inability of the Company, Eros and MAS Gold to integrate successfully such that the anticipated benefits of the Transaction are realized; the inability to realize synergies and cost savings at the times, and to the extent, anticipated; the inability of the Company, Eros or MAS Gold to obtain the necessary regulatory, stock exchange, shareholder and other approvals which may be required for the Transaction; the inability of the Company to close the Transaction on the terms and timing described herein, or at all; the inability of the Company to work effectively with strategic partners and any changes to key personnel; inability of the combined company to successfully complete a private placement or other financing upon completion of the Transaction; and material adverse changes in general economic, business and political conditions, including changes in the financial markets. These risks are not intended to represent a complete list of the factors that could affect the Company and/or the combined company; however, these factors should be considered carefully. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or forward-looking statements prove incorrect, actual results may vary materially from those described herein. The impact of any one assumption, risk, uncertainty, or other factor on a particular forward-looking statement cannot be determined with certainty because they are interdependent and the combined company's future decisions and actions will depend on management's assessment of all information at the relevant time.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and forward-looking statements are reasonable, undue reliance should not be placed on such information and forward-looking statements, and no assurance or guarantee can be given that such forward-looking information and forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws.

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