

Gold Wheaton and Franco-Nevada Amend Terms of the Consideration and Sign Definitive Agreement for Friendly Business Combination

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VANCOUVER, 01/06/11 - [Gold Wheaton Gold Corp.](#) (TSX: GLW) ('Gold Wheaton') is pleased to announce that it has signed a definitive arrangement agreement (the 'Arrangement Agreement') with Franco-Nevada Corporation (TSX: FNV) ('Franco-Nevada') whereby Franco-Nevada will acquire the issued Gold Wheaton common shares that it does not already own for a combination of shares and cash by way of a court approved Plan of Arrangement. The consideration is valued at C\$5.20 per share based on the closing price of Franco-Nevada common shares on the day prior to the original announcement of the transaction on December 13, 2010. The Arrangement Agreement provides additional flexibility regarding the form of consideration available to the Gold Wheaton shareholders and warrant holders.

Shareholders

The letter agreement entered into by Gold Wheaton and Franco-Nevada on December 12, 2010 (the 'Letter Agreement') provided that shareholders of Gold Wheaton were to receive a 60/40 split as between share consideration and cash consideration. The Arrangement Agreement (which supersedes the Letter Agreement) provides Gold Wheaton shareholders (other than Franco-Nevada) with the option to elect to receive (i) a cash payment in the amount of C\$5.20 or (ii) 0.1556 common shares of Franco-Nevada for each Gold Wheaton share, subject to caps and pro-ration. The aggregate maximum cash consideration available will be approximately C\$215 million and an aggregate maximum of approximately 9.66 million common shares of Franco-Nevada will be available, subject to increase on a prorated basis if Gold Wheaton warrants and options are exercised prior to the effective date of the arrangement, and subject to further adjustment as provided in the Plan of Arrangement. If Gold Wheaton shareholders elect the same form of consideration, then the form of consideration that each shareholder is expected to receive will be approximately 60% in Franco-Nevada common shares and 40% in cash. If Gold Wheaton shareholders make diverse elections then shareholders will have the opportunity to receive a greater proportion of their preferred form of consideration.

Warrant holders

The Letter Agreement provided that the outstanding Gold Wheaton warrants would become exercisable into C\$5.20 of consideration, consisting of a 60/40 split as between share consideration and cash consideration. Gold Wheaton warrant holders will now have more flexibility in the form of consideration, in that, at the time of exercise, they will have the option to elect to receive either 0.1556 of a Franco-Nevada common share or C\$5.20 cash.

'We have provided maximum flexibility for our shareholders and warrant holders in drafting the definitive Arrangement Agreement. Our shareholders will now be able to elect cash or share consideration, subject to caps, as it relates to their preferred form of consideration. In addition, upon exercise, our warrant holders will now be able to elect to receive all shares to preserve the existing economics of their warrants,' said David Cohen, Chairman and CEO of Gold Wheaton. 'We are pleased that we were able to agree to this modification with Franco-Nevada as it provides for each stakeholder to elect an outcome that is in their specific interests.'

Gold Wheaton has obtained an opinion from its financial advisor, Paradigm Capital Inc., that the transaction is fair, from a financial point of view, to the Gold Wheaton shareholders (other than Franco-Nevada) and a formal valuation from the independent valuator, Canaccord Genuity Corp. as required by Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions and a related fairness opinion that, subject to the assumptions, qualifications and limitations contained therein, the consideration to be received by holders of Gold Wheaton common shares (other than Franco-Nevada) under the transaction is fair, from a financial point of view, to such holders of Gold Wheaton common shares. The board of directors of Gold Wheaton has determined that the transaction is fair to Gold Wheaton shareholders (other than Franco-Nevada and its affiliates), is in the best interests of Gold Wheaton and has approved the definitive arrangement agreement. All of the directors and senior officers of Gold Wheaton have entered into

customary support and voting agreements with Franco-Nevada and have agreed to vote their Gold Wheaton common shares in favour of the arrangement.

The board of directors of Gold Wheaton has fixed the record date for Gold Wheaton shareholders to receive notice of and vote on the transaction as February 3, 2011.

Closing of the transaction will be subject to customary conditions, including approval by two thirds of the votes cast by the shareholders of Gold Wheaton and additional approval of the majority of the minority shareholders excluding Franco-Nevada at a special meeting of shareholders to be held on or about March 8, 2011 and receipt of court and necessary regulatory approvals. The transaction is expected to close in March 2011. In the event that the arrangement is not completed under certain circumstances, Gold Wheaton will pay Franco-Nevada a break fee of C\$25 million. Full details of the transaction will be included in the management information circular of Gold Wheaton to be mailed to Gold Wheaton shareholders in February 2011.

The board of directors of Franco-Nevada has approved the transaction and the Company does not require, and the transaction is not subject to, approval by the shareholders of Franco-Nevada. The issuance of the Franco-Nevada common shares is subject to TSX approval.

Gold Wheaton's financial advisor is Paradigm Capital Inc. and its legal counsel is Cassels Brock & Blackwell LLP.

A copy of the Arrangement Agreement will be filed on SEDAR.

About Gold Wheaton

Gold Wheaton is a gold company with 100% of its operating revenue from the sale of gold and precious metals produced by others. The streams include production from Quadra FNX's Sudbury operations and First Uranium Corporation's Mine Waste Solutions and Ezulwini operations.

The Company's shares are listed on the TSX Exchange under the symbol 'GLW' with 163,846,342 shares issued and outstanding.

Cautionary Note Regarding Forward-Looking Statements

Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995: Except for the statements of historical fact contained herein, the information presented constitutes 'forward-looking statements' within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Gold Wheaton to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among other risks, risks related to the integration of acquisitions, risks related to international operations, risks related to joint venture operations, the actual results of current exploration activities, actual results of current reclamation activities, conclusions of economic evaluations and changes in project parameters as plans continue to be refined, future prices of gold or uranium, the timing and amount of estimated future production and the costs thereof; capital expenditures; the availability of any additional capital required to bring future projects into production; future prices of commodities; the failure of plant, equipment or processes to operate as anticipated; accidents; labour disputes; delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities; currency fluctuations, as well as those factors discussed in the section entitled 'Description of Business - Risk Factors' in Gold Wheaton's Annual Information Form dated May 11, 2010 as filed on SEDAR. Although Gold Wheaton has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

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