

Rockgate Capital Responds to Announcement by Denison Mines of Its Application to BC Securities Commission

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VANCOUVER, Oct 9, 2013 - [Rockgate Capital Corp.](#) ("Rockgate" or the "Company") (TSX:RGT) responded today to the October 8, 2013 announcement by hostile bidder, [Denison Mines Corp.](#) ("Denison") that Denison has made an application to British Columbia Securities Commission to cease trade certain incentive stock options of Rockgate.

Contrary to the allegations by Denison, the actions by the Board of Directors of Rockgate, in granting the incentive stock options and entering into retention agreements with key technical employees ("Retention Agreements") in the face of Denison's unsolicited take-over bid offer for all the shares of Rockgate (the "Unsolicited Offer"), were for a proper purpose and made in the best interest of the Company and not made in an effort to frustrate the Unsolicited Offer.

As disclosed in the Directors' Circular of Rockgate dated September 30, 2013, following the termination of the non-solicit provisions with [Mega Uranium Ltd.](#), the Company commenced a broad market canvass to solicit competing offers that could maximize shareholder value for Rockgate shareholders. At the same time, the Company continues its work on the pre-feasibility study at the Falea Project, the publication of which is expected in February 2014. Given the importance of these ongoing activities and the disruption and uncertainty created for key technical employees in the face of the Unsolicited Offer, the Board of Directors of Rockgate, after careful consideration of all relevant factors, including the terms and conditions of the Unsolicited Offer, properly concluded that the grant of the incentive stock options and the entering into of the Retention Agreements was in the best interests of Rockgate.

The Board of Directors of Rockgate is continuing its efforts to review the Unsolicited Offer relative to other potential strategic alternatives that may be available to Rockgate. A number of parties have expressed interest in a potential transaction with Rockgate. For these and other reasons, the Board requires more time to assess the adequacy of the Denison Offer and to negotiate with third parties to maximize Rockgate shareholder value.

Tendering Rockgate Shares to the Denison Offer before the Board of Directors has had an opportunity to fully explore all available strategic alternatives may preclude the emergence of a financially superior proposal and an alternative transaction.

THERE IS NO NEED FOR SHAREHOLDERS TO DO ANYTHING AT THIS TIME. The Denison Offer is open for acceptance until October 25, 2013. The Board of Directors of Rockgate fully intends to communicate further with Shareholders on a timely basis, and in any event no later than seven days before the Expiry Date, regarding its recommendation with respect to the Denison offer.

SHAREHOLDERS ARE ADVISED NOT TO TENDER TO THE DENISON OFFER AT THIS TIME.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

This news release contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" as such term is defined in applicable Canadian securities laws (together referred to herein as "forward-looking statements"). Except for statements of historical fact relating to Rockgate, information contained herein constitutes forward-looking statements. Forward-looking statements are characterized by words such as "plan", "will", "expect", "anticipate", "believe", or "intend". Such forward-looking statements may include, without limitation, statements regarding possibility of negotiating or completing a transaction with a third party, the timing of the pre-feasibility study with respect to the Falea Project, and other statements that are not historical facts. While such forward-looking statements are expressed by Rockgate, as stated in this release, in good faith and believed by Rockgate to have a reasonable basis, they are subject to important risks and uncertainties including, without limitation, changes in applicable laws or regulations, which could cause actual results to differ materially from future results expressed, projected or implied by the forward-looking statements. As a

result of these risks and uncertainties, the proposed transaction with Mega could be modified, restructured or not be completed, and the results or events predicted in these forward-looking statements may differ materially from actual results or events. These forward-looking statements are not guarantees of future performance, given that they involve risks and uncertainties. Although Rockgate has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be anticipated, estimated or intended. Rockgate undertakes no obligation to update forward-looking statements if circumstances or management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking statements.

Contact

[Rockgate Capital Corp.](#)
Karl Kottmeier, President
(604) 678-8941
www.rockgatecapital.com

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