

Soltoro Ltd. Mails Special Meeting Materials to Approve Acquisition by Agnico Eagle Mines Ltd.

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TORONTO, May 11, 2015 - [Soltoro Ltd.](#) (TSX VENTURE:SOL) ("Soltoro" or the "Company") is pleased to announce that it has mailed its management information circular (the "Circular") and related proxy materials to its shareholders and other securityholders ("Securityholders") in connection with the special meeting of Securityholders to be held at 9:00 a.m (Toronto time) on June 4, 2015 (the "Meeting").

At the Meeting, Securityholders will be asked to approve the Company's previously announced transaction with [Agnico Eagle Mines Ltd.](#) (NYSE:AEM) (TSX:AEM) ("Agnico Eagle"), whereby Agnico Eagle is proposing to acquire 100% of Soltoro's issued and outstanding common shares ("Soltoro Shares"), including Soltoro Shares issuable upon the exercise of outstanding options and warrants, for total consideration of approximately C\$31.6 million or approximately C\$0.325 per Soltoro Share (based on Agnico Eagle's volume-weighted average price per share on the TSX for the five trading days ended April 9, 2015). The transaction will proceed by way of a statutory plan of arrangement (the "Arrangement") under the *Canada Business Corporations Act*. The Arrangement is being proposed under, and is subject to the terms and conditions of, an arrangement agreement dated April 10, 2015 between the Company and Agnico Eagle (the "Arrangement Agreement"). Assuming the Arrangement becomes effective, Soltoro shareholders will be entitled to receive, in respect of each Soltoro Share held at the effective time of the Arrangement, 0.00793 of an Agnico Eagle common share, C\$0.01 in cash and one common share valued at C\$0.02 per share of a company to be newly formed and spun off to Soltoro's shareholders under the proposed Arrangement ("[SpinCo](#)").

The Circular contains, among other things, details concerning the Arrangement, the background to and reasons for Soltoro's Board's unanimous favourable recommendation of the Arrangement, the requirements for the Arrangement to become effective, the procedure for receiving consideration payable under the Arrangement for Soltoro Shares, procedures for voting at the Meeting and other related matters. Securityholders are urged to carefully review the Circular and accompanying materials, which includes a copy of the Arrangement Agreement, as they contain important information regarding the Arrangement and its consequences to Securityholders. A copy of the Circular and other meeting materials are available on Soltoro's website at www.soltoro.com or under Soltoro's profile on SEDAR at www.sedar.com.

YOUR VOTE IS IMPORTANT. VOTE TODAY.

The Board of Directors of Soltoro UNANIMOUSLY recommends that Securityholders vote FOR of the Arrangement.

The Soltoro Board, based in part on the unanimous recommendation of the special committee of independent directors of the Soltoro Board created to consider matters relating to the Arrangement, has determined that the Arrangement is fair to Securityholders and is in the best interests of the Company and its Securityholders. In making its recommendation, the Soltoro Board considered a number of factors, including the receipt of a fairness opinion from Maxit Capital LP, all as described in the Circular.

How to Vote

A proxy form or voting instruction form will accompany the Circular you receive by mail. Instructions on how to vote, which vary depending on whether you are a beneficial shareholder or a registered shareholder, optionholder or warrant holder of the Company are provided in the Circular and the accompanying proxy or voting instruction form. Most Soltoro shareholders are beneficial shareholders.

Registered shareholders, optionholders and warrant holders may vote in person at the Meeting, by mail or by using one of the following methods:

1. Internet: vote online at www.investorvote.com using the control number and following the instructions contained on your proxy.
2. Telephone: 1-866-732-VOTE (8683) toll free or direct dial 312-588-4290 in Canada and United States.

Beneficial shareholders who hold Soltoro Shares through a bank, broker or other intermediary will have different voting instructions and should carefully follow the voting instructions provided to them on the voting instruction form included in the meeting materials they receive.

You must vote at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. Please vote as soon as possible to ensure your vote is counted at the Meeting.

Shareholders Questions

Securityholders who have any questions or need assistance in considering the Arrangement should contact their broker or the Company's Chief Executive Officer, Andrew Thomson, by telephone at 1-416-987-0722 or by e-mail at at@soltoro.com. Securityholders who would like additional copies, without charge, of the Circular or have additional questions about the Arrangement, including the procedures for voting Soltoro securities or completing transmittal documents, should contact their intermediary or the depositary for the Arrangement, Computershare Investor Services Inc., by telephone at 1-800-564-6253 (North American Toll Free) or 1-514-982-7555 (Collect Outside North America) or by email at corporateactions@computershare.com.

About Soltoro

Soltoro is engaged in exploration for gold and silver deposits in Mexico. Soltoro holds in excess of 30,000 hectares of ground in Jalisco State and has been focused on expanding silver resources at the El Rayo silver-gold project. Soltoro holds three properties in Mexico outside of Jalisco State which will form the exploration assets of SpinCo upon completion of the Arrangement. Soltoro has 80,025,037 common shares issued and outstanding and trades on the TSX Venture Exchange under the symbol "SOL".

Forward-Looking Statements

The information in this document has been prepared as at April 10, 2015. Certain statements contained in this document constitute forward-looking information under the provisions of Canadian provincial securities laws and are referred to herein as forward-looking statements. When used in this document, the words "anticipate", "believe", "expect", "estimate", "forecast", "intend", "will", "planned", and similar expressions are intended to identify forward-looking statements or information. Such statements include without limitation: statements regarding the price, value, timing, closing and approval of the transactions contemplated by the Agreement and the satisfaction of all conditions necessary in order to complete the Arrangement, including the approval of the court and applicable stock exchanges; the realization of the anticipated benefits of the Arrangement; information concerning Soltoro, Agnico Eagle and SpinCo and their business and plans; statements regarding the quality or potential of Soltoro's properties; statements regarding the ability of Agnico Eagle to advance Soltoro's projects within the Guachinango district or regarding the ability of SpinCo to advance the properties to be acquired by SpinCo under the Arrangement; statements regarding the potential and value of SpinCo and the SpinCo shares; statements as to the projected development of certain ore deposits, including estimates of exploration, development and production; and statements regarding anticipated future exploration. Such statements and information reflect Soltoro's view as at the date of this document and are subject to certain risks, uncertainties and assumptions, and undue reliance should not be placed on such statements and information. Many factors, known and unknown could cause the actual results to be materially different from those expressed or implied by such forward looking statements. Such risks include, but are not limited to: the volatility of prices of gold and silver and other metals; uncertainty of mineral reserves, mineral resources, mineral grades and mineral recovery estimates; uncertainty of future exploration, development or production, uncertainty concerning capital and budgeted expenditures and contingent liabilities and Soltoro's ability to repay the operating loan provided by Agnico Eagle if required, and other fees and costs; currency fluctuations; financing of additional capital requirements; cost of exploration and development programs; mining risks; community protests; risks associated with foreign operations; governmental and environmental regulation; the volatility of stock prices; and risks associated with by-product metal derivative strategies. For a more detailed discussion of such risks and other factors that may affect Soltoro's ability to achieve the expectations set forth in the forward-looking statements contained in this document, see the Circular and Soltoro's other disclosure filed on SEDAR at www.sedar.com. Soltoro does not intend, nor does it assume any obligation, to update these forward-looking statements and information, other than as required by applicable law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Contact

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