Golden Arrow Resources Announces the Sale of its 25% Ownership Interest in Puna Operations for $44.4 million

written by Raj Shah | July 23, 2019
July 22, 2019 (Source) – **All dollar amounts in Canadian Dollars unless otherwise noted**

Golden Arrow Resources Corporation (TSX-V: GRG, FSE: G6A, OTCQB: GARWF), "Golden Arrow" or the "Company") is pleased to announce that it has entered into an arm's length definitive agreement (the "Agreement") for the sale of its 25% interest in Puna Operations Inc. ("Puna Operations") to its joint venture partner SSR Mining Inc. ("SSR Mining") for aggregate consideration of $44.4 million (the "Transaction").

As consideration for the sale of its 25% interest in Puna Operations, Golden Arrow will receive:

- $3.0 million in cash consideration
- $25.9 million in common shares of SSR Mining
- Approximately $14.5 million in cash, which amount shall be used to repay in full at closing the outstanding principal and accrued interest owing by Golden Arrow under the credit agreement entered into in July 2018 with SSR Mining
- $1.0 million through the return for cancellation, for no consideration, of 4,285,714 Golden Arrow common shares currently owned by SSR Mining, which represents approximately 3.4% of Golden Arrow's issued and outstanding common shares on the date hereof
- Payment by SSR Mining of Golden Arrow's portion of all

cash contributions required to be made to Puna Operations under the Shareholders Agreement from July 22, 2019 until the closing date.

Puna Operations was formed through a joint venture which combined SSR Mining's Pirquitas mine and processing plant and Golden Arrow's Chinchillas silver-lead-zinc project. After an accelerated period of development, commercial production at Puna Operations was declared in December 2018.

"The sale of our equity position in Puna Operation is a landmark achievement for the Company. The Transaction allows Golden Arrow to maintain diversified low-risk exposure to the continued success of SSR Mining at Puna Operations in Argentina and across their gold-focused producing portfolio in North America" stated Joseph Grosso, Executive Chairman, President and CEO of Golden Arrow. "The Transaction provides Golden Arrow with a strengthened financial position to focus on delivering shareholder returns through the exploration and development of our exciting exploration portfolio in South America".

Transaction Highlights

- **Diversified Low-Risk Exposure** – Golden Arrow will own a direct interest in SSR Mining and retain low-risk exposure to Puna Operations through this equity interest. The interest will diversify Golden Arrow's exposure across SSR Mining's exceptional portfolio of gold production assets in Canada and the United States.
- **Strengthened Financial Position** – The Transaction provides a significant improvement to the Company's financial position going forward due to the $3 million cash payment, the $25.9 million shareholding in SSRM and the complete repayment of the Company's fully drawn credit facility with SSR Mining.
- **Increased Financial Flexibility** – The Transaction will

relieve Golden Arrow from the covenants prescribed under the fully drawn credit facility with SSR Mining. Golden Arrow will be in a position to advance its exploration portfolio and commit capital to growth projects that it believes will maximize value for its shareholders.

- **Refocused Asset Portfolio** – Golden Arrow will retain an asset portfolio with significant potential comprised of exploration and development opportunities in Chile, Paraguay and Argentina and will focus on repeating the success it had at Chinchillas by financing, exploring, developing and monetizing new mining projects.

Transaction Details

As consideration for the sale of its 25% interest in Puna Operations, Golden Arrow will receive: (i) cash consideration of $3 million payable immediately on closing of the Transaction; (ii) issuance on closing of such number of shares in the capital of SSR Mining equivalent to $25.9 million, to be calculated based on the 20-day VWAP of SSR Mining's common shares on the Toronto Stock Exchange ("TSX") ending on the last trading day prior to closing of the Transaction; (iii) cash consideration equal to the outstanding principal and accrued interest owing under the US$10 million non-revolving term loan made by SSR Mining to Golden Arrow pursuant to the credit agreement entered into in July 2018 with SSR Mining (such amount to be used at closing to repay outstanding indebtedness in full); (iv) the return by SSR Mining to Golden Arrow for no consideration of the 4,285,714 common shares in the capital of Golden Arrow held by SSR Mining. Such consideration is equal to approximately $44.4 million, calculated as of July 22 2019; and (v) payment by SSR Mining of Golden Arrow's portion of all cash contributions required to be made to Puna Operations under the Shareholders Agreement from July 22, 2019 until the closing date.

SSR Mining has agreed to loan (the "Contribution Loan") to Golden Arrow the amount required to fund Golden Arrow's portion of any cash calls under the shareholders agreement for Puna Operations made as of May 31, 2017 between SSR Mining and Golden Arrow, as amended by an amendment to the shareholders agreement made effective as of April 1, 2019 (as amended, the "Shareholders Agreement") for the period from July 22, 2019 to the earlier of (i) the closing date of the Transaction and (ii) the termination of Agreement. Upon closing of the Transaction SSR Mining will provide Golden Arrow with an amount of cash sufficient for Golden Arrow to repay the Contribution Loans in full. However, if the Agreement is terminated prior to closing, such Contribution Loans shall be due and payable by Golden Arrow within twenty five (25) calendar days of such termination. The Contribution Loans are secured by a pledge of Golden Arrow's shareholding interest in Puna Operations. The Agreement may be terminated for, among other things, (i) a material breach by Golden Arrow of its representations and covenants under the Agreement; or (ii) if the Transaction is not completed by October 15, 2019, or (iii) if Golden Arrow accepts a superior proposal.

The Transaction is subject to the approval of two third of the votes cast in person or by proxy at a special meeting of the Golden Arrow shareholders and Golden Arrow shareholders shall be entitled to statutory dissent rights in respect of such vote. The Transaction also requires approval of Golden Arrow shareholders under the policies of the TSXV, as the Transaction represents the sale of more than 50% of Golden Arrow's assets. Each director and officer of Golden Arrow and their associates and affiliates have each entered into voting agreements with SSR Mining pursuant to which they have agreed, among other things, to vote their respective shares in Golden Arrow in favour of the Transaction at the Golden Arrow shareholder meeting.

Approximately 10.6% of Golden Arrow's common shares are subject to these voting agreements. In addition, SSR Mining has indicated that it will vote the Golden Arrow common shares it holds in favour of the Transaction, representing an additional 3.4% of the issued and outstanding Golden Arrow common shares. It is expected that Golden Arrow will prepare and mail a meeting circular to its shareholders within 30 days, and that the special meeting of shareholders will be held by mid-September. The Transaction is subject to a number of customary conditions including the approval of Golden Arrow shareholders and the approval of the TSX Venture Exchange.

The board of directors of Golden Arrow has determined that the Transaction is fair to the shareholders of Golden Arrow and in the best interests of Golden Arrow. The board of directors of Golden Arrow have received a fairness opinion from its financial advisor, PI Financial Corp., as to the fairness of the Transaction from a financial point of view to the shareholders of Golden Arrow, other than SSR Mining, which opinion was based on and subject to the assumptions made, matters considered and limitations and qualifications on the review undertaken.

The Agreement provides for among other things, a non-solicitation covenant on the part of Golden Arrow (subject to customary fiduciary out provisions). The Agreement also provides SSR Mining with a right to match any competing offer which constitutes a superior proposal. A termination payment of US$1.36 million will be payable to SSR Mining in certain circumstances.

PI Financial Corp. is acting as financial advisor to Golden Arrow. Blake, Cassels & Graydon LLP is acting as legal counsel to Golden Arrow.

About Golden Arrow

Golden Arrow Resources Corporation is a mining exploration and production company. The Company has a successful track record of creating value by making precious and base metal discoveries and advancing them into exceptional deposits. Golden Arrow owns a 25% share of Puna Operations Inc., a joint venture operated by SSR Mining, with more than 8 years of forecast production and upside potential at the Chinchillas Silver Mine. Golden Arrow is actively exploring a new portfolio of advanced projects in Chile, as well as other targets within its portfolio of more than 200,000 hectares of properties in Argentina. The Company is a member of the Grosso Group, a resource management group that has pioneered exploration in Argentina since 1993.

ON BEHALF OF THE BOARD

"Joseph Grosso"

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Mr. Joseph Grosso,
Executive Chairman, President and CEO

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