



Republic Goldfields Announces Notice of Special Meeting

TORONTO, ONTARIO, CANADA, October 6, 2022 /EINPresswire.com/ -- Republic Goldfields Inc. ("Republic Goldfields" or the "Company"), is pleased to announce that a special meeting of shareholders (the "Meeting") will be held at 11.00am (Toronto time) December 16th, 2022, at the offices of Garfinkle Biderman LLP, 1 Adelaide St E, 8th Floor, Suite 801, Toronto, Ontario M5C 2V9.

At the Meeting, the Company's shareholders will be asked to consider and, if deemed advisable, to pass, with or without amendment, the special resolutions (the "Consolidation Resolutions") approving the proposed consolidation of the Company's issued and outstanding Series A Preference Shares and Common Shares of the Company respectively (the "Consolidation") and to transact such other business as may properly be brought before the Meeting and at any adjournment or adjournments thereof.

The board of directors of the Company have fixed the close of business on October 31, 2022, as the record date (the "Record Date") for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion.

If the Consolidation Resolutions are approved by the Company's shareholders, the Common Shares of the Company will be consolidated on a 1,357,143 to 1 basis. There are currently 282,809,612 Common Shares issued and outstanding and following the Consolidation there will be 196 Common Shares issued and outstanding. The Series A Preference Shares will be consolidated on a 500,001 to 1 basis. There are currently 1,000,000 Series A Preference Shares issued and outstanding and following the Consolidation there will be no Series A Preference Shares issued and outstanding. The Company will pay shareholders entitled to fractional Common Shares or Series A Preference Shares fair value in cash in lieu of issuing fractional Common Shares or Series A Preference Shares.

The Company will file a management information circular ("Circular") and proxy-related materials with securities regulatory authorities in connection with the Meeting in the coming days. The Circular will contain important information relating to the Consolidation as well as details about the conduct of, and voting by shareholders at, the Meeting. Republic Goldfields shareholders are

urged to read and consider the information that will be contained in the Circular in its entirety prior to voting at the Meeting.

Meeting materials and proxy voting forms will be sent to shareholders and will be made available on the company's SEDAR profile at www.sedar.com.

On behalf of the Board of Directors

REPUBLIC GOLDFIELDS INC.

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Cautionary Statements

This news release contains forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations, or beliefs of future performance are "forward-looking statements".

The forward-looking statements in this news release include, but are not limited to, comments regarding the timing of the special meeting of shareholders of the Company and obtaining shareholder approval for the Consolidation. The use of any of the word "will" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of certain future events. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement.

Forward-looking statements, while based on management's best estimates and assumptions at the time such statements are made, are subject to risks and uncertainties that may cause actual results to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to receipt of regulatory approvals, risks related to general economic and market conditions; risks related to the COVID-19 global pandemic and any variants of COVID-19 which may arise; risks associated with the unplanned departure of key personnel; accidents, disputes, claims and limitations on insurance coverage and other risks of the mining industry; changes in national and local government regulation of mining operations, tax rules and regulations. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, 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. The Company undertakes no obligation or responsibility to update forward-looking statements, except as required by law.

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