

Raffles Financial Group Limited

10:28 12 Mar 2020

Explorex wins shareholder approval for Raffles acquisition; corporate move to the Cayman Islands

Explorex Resources Inc (CSE:EX) (OTCMKTS:EXPXF) said Wednesday that the company received shareholder approval for its acquisition of Singapore-based Raffles Financial Private Limited, and a corporate move from British Columbia to the Cayman Islands.

In a statement, the junior miner said that its previously announced plan of arrangement has been approved by shareholders at an annual general and special meeting on March 9. The arrangement involves spinning out certain assets of Explorex to Origen Resources Inc. At the meeting, a special resolution backed the arrangement by 99.87% of the votes cast by Explorex shareholders.

Raffles Financial Private Limited, is a financial services company, which Explorex Resources agreed to acquire via a reverse takeover late last year.

READ: Explorex Resources issues financial update for acquisition Singapore financial services company Raffles ahead of shareholder meeting

At the meeting, Explorex sought approval for the acquisition of Raffles, which constitutes a "fundamental change" under Canadian Securities Exchange (CSE) rules, a continuation of the company's corporate jurisdiction to the Cayman Islands and a plan of arrangement under the Business Corporations Act with its wholly-owned subsidiary, Origen Resources Inc.

The arrangement is still subject to approval by the CSE and the Supreme Court of British Columbia. "The BC Court hearing for obtaining a final order approving the arrangement is scheduled to take place on March 13," said the company.

The company added that under the arrangement, Explorex will transfer its Arlington, Kagoot Brook, Bonanza and Silver Dollar properties and approximately \$500,000 in cash to Origen in exchange for shares of Origen. The Origen shares will then be distributed to Explorex shareholders so that each Explorex shareholder receives one new Explorex share and 0.5 of an Origen share in exchange for each Explorex share held by the Explorex shareholder at the effective time of the arrangement.

Explorex shareholders will hold 100% of the Origen shares upon completion of the arrangement. An application for listing Origen shares on the CSE has been filed, said the company.

Move to the Cayman Islands

The company also threw light on a pending name change to Raffles Financial Group Limited and a corporate move from British Columbia to the Cayman Islands. "Explorex shareholders approved the continuance of Explorex to the Cayman Islands," noted the company. An ordinary resolution approving the continuation of Explorex to the Cayman Islands was approved by 97.80% of the shareholders' votes.

Price: 5.05

Market Cap: \$252.9 m

1 Year Share Price Graph



September 2019 June 2020 September 2020

Share Information

Code: RICH

Listing: CSE

52 week High Low
154.382 3.49

Sector: Financial Services

Website: rafflesfinancial.com

Company Synopsis:

Raffles Financial, which offers financial advisory services in the Asia Pacific region, was formed after Explorex Resources Inc closed a deal to acquire the Singapore-based company and spun-out its mineral assets.

action@proactiveinvestors.com

Updates timeline

Explorex said it will complete its previously announced \$500,000 private placement in order to have the funds to fork over to Origen under the arrangement.

The company will undertake and complete the arrangement, then it will complete a share consolidation so that all outstanding Explorex shares are consolidated into 1,050,000 shares and then switch its name to Raffles Financial Group Limited (RFG). Then RFG will move its corporate jurisdiction to the Cayman Islands.

The company said as part of the process, 45,000,000 Raffles Financial Group shares will be issued to the shareholders of Raffles to acquire Raffles, so that Raffles will be a wholly-owned subsidiary of RFG. It is a condition of the transaction that Raffles concurrently complete a financing of up to \$20,000,000 at a price of \$5 per RFG share, said the company.

Completion of the "arrangement, the transaction and the continuation" is expected to occur on or around March 27, said the company.

At the meeting, shareholders also approved the company's 10% rolling stock option plan and Origen's 10% rolling stock option plan. Separately, they voted in favour of capping the number of Explorex directors at six and incumbents William EA Wishart, Gary Schellenberg, James Mustard, Jerry Bella, Mike Sieb and Mike Zhou were re-elected as directors.

Contact the author Uttara Choudhury at uttara@proactiveinvestors.com

Follow her on Twitter: [@UttaraProactive](https://twitter.com/UttaraProactive)

Proactive Investors facilitate the largest global investor network across 4 continents in 4 languages. With a team of analysts, journalists & professional investors Proactive produce independent coverage on 1000's of companies across every sector for private investors, private client brokers, fund managers and international investor communities.

Contact us +44 (0)207 989 0813 action@proactiveinvestors.com

No investment advice

The Company is a publisher. You understand and agree that no content published on the Site constitutes a recommendation that any particular security, portfolio of securities, transaction, or investment strategy is suitable or advisable for any specific person. You understand that the Content on the Site is provided for information purposes only, and none of the information contained on the Site constitutes an offer, solicitation or recommendation to buy or sell a security. You understand that the Company receives either monetary or securities compensation for our services. We stand to benefit from any volume which any Content on the Site may generate.

You further understand that none of the information providers or their affiliates will advise you personally concerning the nature, potential, advisability, value, suitability or profitability of any particular security, portfolio of securities, transaction, investment, investment strategy, or other matter.

You understand that the Site may contain opinions from time to time with regard to securities mentioned in other products, including Company-related products, and that those opinions may be different from those obtained by using another product related to the Company. You understand and agree that contributors may write about securities in which they or their firms have a position, and that they may trade such securities for their own account. In cases where the position is held at the time of publication and such position is known to the Company, appropriate disclosure is made. However, you understand and agree that at the time of any transaction that you make, one or more contributors may have a position in the securities written about. You understand that price and other data is supplied by sources believed to be reliable, that the calculations herein are made using such data, and that neither such data nor such calculations are guaranteed by these sources, the Company, the information providers or any other person or entity, and may not be complete or accurate.

From time to time, reference may be made in our marketing materials to prior articles and opinions we have published. These references may be selective, may reference only a portion of an article or recommendation, and are likely not to be current. As markets change continuously, previously published information and data may not be current and should not be relied upon.

The Site does not, and is not intended to, provide investment, tax, accounting, legal or insurance advice, and is not and should not be construed as providing any of the foregoing. You should consult an attorney or other relevant professional regarding your specific legal, tax, investment or other needs as tailored to your specific situation.

In exchange for publishing services rendered by the Company on behalf of Raffles Financial Group Limited named herein, including the promotion by the Company of Raffles Financial Group Limited in any Content on the Site, the Company receives from said issuer annual aggregate cash compensation in the amount up to Twenty Five Thousand dollars (\$25,000).