



MARIANA CASE STUDY

RFC Ambrian was engaged as financial adviser to Mariana Resources plc (AIM and TSX-V listed) in respect of a US\$175m cash and scrip takeover proposal from Sandstorm Gold, a Canadian gold streaming company which was seeking to expand its portfolio of gold streaming assets. Mariana was a longstanding client of RFC Ambrian, dating back to advising the company on its AIM IPO.

Mariana had a 30% interest in the prefeasibility stage Hot Maden gold-copper deposit in Turkey where it had achieved significant exploration success, transforming itself from a small exploration company focused on South America to a genuine production aspirant.

At the time of the offer Sandstorm was Mariana's largest shareholder with a 7.1% interest and Sandstorm had also obtained a 2% Net Smelter Royalty over Mariana's interest in Hot Maden.

RFC Ambrian's engagement with Mariana on the Sandstorm offer involved the provision of both general takeover advice and particular regulatory advice required by Rule 3 of UK Takeover Code to the Independent Directors of Mariana on whether the financial terms of the offer were fair and reasonable (this advice to be made known to shareholders).

In addition to this specific advice, RFC Ambrian advised Mariana more broadly on:

- the application of the UK Takeover Code and any Takeovers Panel matters;
- negotiation of the final deal pricing and structuring of the strategy to deal with the Sandstorm offer and/or any alternatives sourced or presented;
- valuation and due diligence matters;
- response tactics and timetable; and
- stakeholder engagement.



Against the backdrop of complex cross-border issues stemming from UK and Canadian listings, the UK corporate law and regulatory environment and Turkish assets, the proposal was able to be shaped into a mutually beneficial scheme of arrangement secured at a significant premium to Mariana's share price.

This was then meticulously executed in adherence to all regulatory matters and the mandated transaction timetable, with the scheme of arrangement becoming effective just over 2 months from when the transaction was announced.

Ultimately, RFC Ambrian successfully steered Mariana through a complicated process requiring the full range of advice from the more commercially focused strategic corporate advice to highly procedural and regulatory advice, with missteps anywhere along this spectrum potentially harmful to achieving a successful outcome.

The outcome was a completed transaction at a high premium to the pre-offer traded price of Mariana shares.

For more information about corporate advisory services, please contact our team.

SYDNEY

Level 12, Gateway,
1 Macquarie Place
Sydney NSW 2000
Australia

 + 61(0)2 9250 0000

 + 61(0)2 9250 0001

PERTH

Level 28, QV1 Building
250 St Georges Terrace
Perth WA 6000
Australia

 + 61(0)8 9480 2500

 + 61(0)8 9480 2511

LONDON

Octagon Point
5 Cheapside
London EC2V 6AA
United Kingdom

 + 44(0) 20 3440 6800

 + 44(0) 20 3440 6801