

ROCKGATE CAPITAL CORP  
Form 425  
October 08, 2013

**Filed by Denison Mines Corp.**

**Pursuant to Rule 425 under the Securities Act of 1933, as amended**

**Subject Company: Rockgate Capital Corp.**

**Commission File Number: 132-02778**

**Date: October 8, 2013**

Denison Mines Corp.

Atrium on Bay, 595 Bay Street, Suite 402

Toronto, ON M5G 2C2

Ph. 416-979-1991 • Fx. 416-979-5893  
www.denisonmines.com

**PRESS RELEASE**

For Immediate Release

**TSX: DML**

**NYSE MKT: DNN**

**Currency: CAD\$**

**DENISON OPPOSES MANAGEMENT ENTRENCHMENT BY ROCKGATE**

TORONTO, ON October 8, 2013 Denison Mines Corp. ( Denison ) announced today that it has applied to the British Columbia Securities Commission for relief from the improper defensive tactics of Rockgate Capital Corp. ( Rockgate ). On October 1, Rockgate publicly disclosed that on September 30 it granted stock options to acquire 11,000,000 additional common shares of Rockgate, principally to directors and senior officers. These new options constitute almost 10% of Rockgate s currently outstanding shares. Rockgate also disclosed that new or enhanced change of control benefits have been granted to certain of its directors and members of management. Some of these enhanced benefits (none of which were previously publicly disclosed by Rockgate) were granted as recently as September 23, 2013, which was after the announcement of Denison s offer to acquire Rockgate.

## Edgar Filing: ROCKGATE CAPITAL CORP - Form 425

The terms of Denison's offer include standard conditions designed to preserve Rockgate's business and capital structure as they stood prior to the announcement of Denison's offer on September 17, 2013. These include a condition that Rockgate not issue any additional options and that it not alter the employment arrangements between Rockgate and its officers, directors and employees. Denison's offer is conditional on at least 90% of Rockgate's shares being tendered to the bid, calculated on a fully-diluted basis.

Denison's offer is strongly supported by Rockgate's largest shareholders. Within the first week of announcing the offer, holders of more than 30% of Rockgate's shares committed to tender their shares to the Denison offer - stated Ron Hochstein, Denison's President and Chief Executive Officer. These actions by Rockgate's management and directors are clearly intended to frustrate the Denison offer and to deprive Rockgate's shareholders of the opportunity to benefit from the transaction we have proposed. Rockgate's management has granted itself benefits while failing to make any recommendation to Rockgate's shareholders concerning our offer. We believe the grant of options was a tactical step intended to shift the decision-making power from Rockgate's shareholders to Rockgate's board and management and we are asking the British Columbia Securities Commission to intervene.

Rockgate shareholders requiring assistance may contact Denison's Information Agent, Laurel Hill Advisory Group toll free at, 1-877-452-7184 (1-416-304-0211 collect outside North America) or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

### **About Denison's offer**

Full details of Denison's offer are included in the formal offer and takeover bid circular ( **Denison's Offer and Circular** ), which has been filed with securities regulatory authorities (together with all related documents) and is available under Rockgate's profile on SEDAR or on Denison's website at [www.denisonmines.com](http://www.denisonmines.com).

---

This press release does not constitute an offer to buy or an invitation to sell, or the solicitation of an offer to buy or invitation to sell, any securities of Denison or Rockgate. Such an offer may only be made pursuant to Denison's Offer and Circular and pursuant to registration or qualification under the securities laws of any other such jurisdiction.

Denison has filed with the U.S. Securities and Exchange Commission (the **SEC**) a Registration Statement on Form F-8 which includes Denison's Offer and Circular. Investors and security holders are urged to read Denison's Offer and Circular regarding the proposed transaction referred to in this document because it contains important information. Investors and security holders may obtain a free copy of Denison's Offer and Circular and certain other offer documents filed by Denison with the Canadian provincial securities regulators on SEDAR at [www.sedar.com](http://www.sedar.com), and with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of any such documents may be obtained free of charge upon request made to Sheila Colman, the corporate secretary of Denison at 595 Bay Street, Suite 402, Toronto, ON, Canada, M5G 2C2.

### **Depositary and Information Agent**

Questions and requests for assistance may be directed to Computershare Investor Services Inc., the Depositary for Denison's offer, or Laurel Hill Advisory Group, the Information Agent for Denison's offer, at the addresses and telephone numbers set out below.

### **For further information please contact:**

#### **Investors and analysts**

Ron Hochstein

*President, Chief Executive Officer*

Sophia Shane

*Investor Relations*

Phone: (416) 979-1991

Email: [info@denisonmines.com](mailto:info@denisonmines.com)

#### **The Depositary:**

Computershare Investor Services Inc.

Toll-Free Phone: 1-800-564-6253

Toll-Free Facsimile: 1-888-453-0330

E-mail: [corporateactions@computershare.com](mailto:corporateactions@computershare.com)

**The Information Agent:**

Laurel Hill Advisory Group  
Toll-Free Phone: 1-877-452-7184  
Outside of North America Phone: 1-416-304-0211

Facsimile: 1-416-646-2415  
E-mail: assistance@laurelhill.com

**About Denison**

Denison is a uranium exploration and development company with interests in exploration and development projects in Canada, Zambia, Namibia, and Mongolia. Including the high grade Phoenix deposits, located on its 60% owned Wheeler project, Denison's exploration project portfolio includes 49 projects and totals approximately 603,000 hectares in the Eastern Athabasca Basin region of Saskatchewan. Denison's interests in Saskatchewan also include a 22.5% ownership interest in the McClean Lake joint venture, which includes several uranium deposits and the McClean Lake uranium mill, one of the world's largest uranium processing facilities, plus a 25.17% interest in the Midwest deposit

and a 60% interest in the J-Zone deposit on the Waterbury property. Both the Midwest and J-Zone deposits are located within 20 kilometres of the McClean Lake mill. Internationally, Denison owns 100% of the conventional heap leach Mutanga project in Zambia, an approximate 71% interest in the newly acquired Dome project in Namibia, and an 85% interest in the in-situ recovery projects held by the Gurvan Saihan joint venture in Mongolia.

Denison is engaged in mine decommissioning and environmental services through its DES division and is the manager of UPC, a publicly traded company which invests in uranium oxide and uranium hexafluoride.

Additional information about Denison is available on Denison's website at [www.denisonmines.com](http://www.denisonmines.com) or under its profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov).

### **Cautionary Statement Regarding Forward-Looking Statements**

*Certain information contained in this press release constitutes forward-looking statements, within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of similar Canadian legislation concerning the business, operations and financial performance and condition of Denison.*

*Generally, these forward-looking statements and information can be identified by the use of forward-looking terminology such as plans, expects or does not expect, is expected, budget, scheduled, estimates, forecasts, intends, anticipates or does not anticipate, or believes, or variations of such words and phrases or state that certain actions, events or results may, could, would, might or will be taken, occur, be achieved or has the potential to.*

*Forward looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Denison to be materially different from those expressed or implied by such forward-looking statements. Denison believes that the expectations reflected in forward-looking statements and information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements and information included in this press release should not be unduly relied upon. This information speaks only as of the date of this press release. In particular, this press release may contain forward-looking statements and information about Denison's offer and Denison's ability to complete Denison's offer, the likelihood of the conditions on Denison's offer being satisfied, the anticipated benefits or timing of Denison's offer, and the timing and structure of a subsequent spin-out of a new company following Denison's offer.*

*There can be no assurance that such statements or information will prove to be accurate, as Denison's actual results and future events could differ materially from those anticipated in any forward-looking statements or information as a result of the factors discussed in or referred to under the heading Risk Factors in Denison's Annual Information Form dated March 13, 2013 available at <http://www.sedar.com>, and in its Form 40-F available at <http://www.sec.gov/edgar.shtml>.*

*Accordingly, readers should not place undue reliance on forward-looking statements or information. These factors are not, and should not be construed as being, exhaustive. The forward-looking statements and information contained in this press release is expressly qualified by this cautionary statement. Denison does not undertake any obligation to publicly update or revise any forward-looking statements or information after the date of this press release to conform such information to actual results or to changes in Denison's expectations except as otherwise required by applicable legislation.*

