
Mano River and African Aura conclude definite merger agreement

Saturday, 04 Jul, 2009

Mano River Resources Inc and African Aura Resources Ltd jointly announced that they have entered into the definitive combination agreement in respect of their proposed merger, as contemplated in the previously announced letter of intent between the companies dated April 15th 2009, as amended on May 14th 2009 and June 12th 2009. As previously announced, Mano River will offer 1.57 Mano River shares for every one African Aura share in order to acquire the entire issued share capital of African Aura.

The terms of the Combination Agreement are substantially similar to the terms of the LOI.

The transaction is structured as a merger under the corporate laws of the British Virgin Islands. In accordance with the plan of merger dated 30 June 2009 between MANAAR Limited a wholly owned BVI subsidiary of Mano River, African Aura and Mano River, MANAAR will, subject to regulatory approval and the approval of the merger by the shareholders of African Aura, merge with African Aura and Mano River will thereby acquire all of the issued and outstanding common shares of African Aura.

The African Aura meeting at which its shareholders will consider and, if deemed advisable, approve the merger is currently scheduled to be held on July 31st 2009 and, in any event, is expected to take place no later than August 15th 2009. Both companies are endeavoring to expedite the process in order to hold the African Aura shareholders' meeting as soon as possible. The notice of the African Aura meeting and accompanying management information circular are currently under preparation and will be sent to the African Aura shareholders at the earliest opportunity.

The effective date for closing of the merger is expected to be in mid to late August, or at latest during September, at which time the merger will be complete and Mano River shares will be issuable to African Aura shareholders.

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