

CENTRAL SUN MINING INC.  
Form 6-K  
March 02, 2009

**FORM 6-K**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of **February 2009**

Commission File Number **001-32412**

**CENTRAL SUN MINING INC.**  
(Translation of registrant's name into English)

**500 – 6 Adelaide St. East**  
**Toronto, Ontario, Canada M5C 1H6**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant

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is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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**EXHIBIT NO.**      **DESCRIPTION**

<u>99.1</u>	<u>Management Information Circular dated February 19, 2009</u>
<u>99.2</u>	<u>Addendum to Information Circular dated February 24, 2009</u>
<u>99.3</u>	<u>Form of Proxy</u>
<u>99.4</u>	<u>Letter of Transmittal</u>
<u>99.5</u>	<u>Confirmation of Mailing</u>
<u>99.6</u>	<u>Certificate Abridging Time</u>
<u>99.7</u>	<u>Consent of Jason J. Cox, P.Eng dated February 19, 2009</u>
<u>99.8</u>	<u>Consent of William J. Crowl, MSc., Geol. dated February 19, 2009</u>
<u>99.9</u>	<u>Certificate of Jody Dahrouge, BSc. P. Geol. dated February 26, 2009</u>
<u>99.10</u>	<u>Certificate of John Gorham, BSc. P. Geol. dated February 26, 2009</u>
<u>99.11</u>	<u>Consent of Jody Dahrouge, BSc. P. Geol. and John Gorham, BSc. P. Geol. dated February 19, 2009</u>
<u>99.12</u>	<u>Consent of John Gorham, BSc. P. Geol. dated February 19, 2009</u>
<u>99.13</u>	<u>Consent of John Gorham, BSc. P. Geol. dated February 19, 2009</u>
<u>99.14</u>	<u>Consent of Peter A. Lacroix, P.Eng. dated February 19, 2009</u>
<u>99.15</u>	<u>Certificate of William N. Pearson, PhD., P. Geol. dated February 19, 2009</u>
<u>99.16</u>	<u>Consent of William N. Pearson, PhD., P. Geol. dated February 19, 2009</u>
<u>99.17</u>	<u>Consent of Reinhard von Guttenberg, P. Geol. dated February 19, 2009</u>
<u>99.18</u>	<u>Consent of David A. Ross, P. Geol. dated February 19, 2009</u>
<u>99.19</u>	<u>Certificate of John C. Rust dated February 19, 2009</u>
<u>99.20</u>	<u>Consent of John C. Rust dated February 19, 2009</u>
<u>99.21</u>	<u>Consent of Graham Speirs, P. Geol. dated February 19, 2009</u>
<u>99.22</u>	<u>Certificate of Graham Speirs, P. Geol. dated February 19, 2009</u>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CENTRAL SUN MINING INC.**

Date: February 27, 2009

By: /s/ Denis C. Arsenault  
Denis C. Arsenault, Chief Financial Officer

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**MANAGEMENT PROXY CIRCULAR**  
**RELATING TO A**  
**SPECIAL MEETING OF SHAREHOLDERS**  
**OF**  
**CENTRAL SUN MINING INC.**

**REGARDING THE ARRANGEMENT**  
**INVOLVING**  
**CENTRAL SUN MINING INC.**

**AND**  
**B2GOLD CORP.**

**February 19, 2009**

These materials are important and we ask for your immediate attention. The shareholders of Central Sun Mining Inc. must make important decisions. If you are in doubt as to how to make such decisions, please contact your financial, legal or other professional advisors. If you have any questions or require more information with regard to voting your common shares, please contact Equity Transfer & Trust Company at (416) 361-0152 or toll free at 1-866-393-4891.

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February 19, 2009

Dear Shareholders:

The board of directors (the “**Board**”) of Central Sun Mining Inc. (“**Central Sun**”) cordially invites you to attend a special meeting (the “**Meeting**”) of shareholders of Central Sun (“**Shareholders**”) to be held at 6 Adelaide Street East, Suite 500, Toronto, Ontario on March 20, 2009 at 10:00 a.m.(Toronto time).

At the Meeting, you will be asked to consider and, if deemed advisable, approve a special resolution (the “**Arrangement Resolution**”), the full text of which is reproduced in Appendix “A” of the management proxy circular (the “**Proxy Circular**”) that accompanies this letter, in respect of a proposed plan of arrangement (the “**Arrangement**”) pursuant to which Central Sun will become a wholly-owned subsidiary of B2Gold Corp. (“**B2Gold**”). Upon completion of the Arrangement, Shareholders will receive 1.28 common shares of B2Gold in exchange for each Common Share they hold. In addition, at the Meeting you will be asked to approve a reduction of the Central Sun stated capital account (the “**Stated Capital Reduction**”) that is necessary under the *Canada Business Corporations Act* in order to implement the Arrangement.

Central Sun established a Special Committee of the Board to evaluate the Arrangement and the Special Committee retained Macquarie Capital Markets Canada Ltd. (“**Macquarie**”) to render a fairness opinion. Macquarie has delivered to the Special Committee its opinion that, as of the date of such opinion, the Arrangement is fair, from a financial point of view, to the shareholders of Central Sun. The Board, after consultation with its financial and legal advisors and receipt of the Macquarie fairness opinion, believes that the offer is fair, from a financial point of view, to the Shareholders of Central Sun and that the Arrangement is in the best interests of Central Sun.

**The Board recommends that Central Sun’s Shareholders vote FOR the Arrangement Resolution and FOR the Stated Capital Reduction.**

The background to the Arrangement and the reasons for the Board’s recommendation are set out in the attached Proxy Circular.

On behalf of Central Sun, I would like to thank all Shareholders for their continuing support.

Yours very truly,

(Signed) “*Peter W. Tagliamonte*”

Peter W. Tagliamonte

*President and Chief Executive Officer*

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CENTRAL SUN MINING INC.

NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the "Meeting") of holders ("Shareholders") of common shares ("Common Shares") of Central Sun Mining Inc. ("Central Sun") will be held on March 20, 2009, at 10:00 a.m. (Toronto time) at 6 Adelaide Street East, Suite 500, Toronto, Ontario, for the following purposes:

- (a) to consider, in accordance with an interim order of the Ontario Superior Court of Justice (Commercial List) dated February 19, 2009 (the "Interim Order") and, if deemed advisable, to pass, with or without variation, a special resolution (the "Arrangement Resolution") of Shareholders, the full text of which is set forth in Appendix "A" to the accompanying management proxy circular (the "Proxy Circular"), approving an arrangement (the "Arrangement") pursuant to section 192 of the *Canada Business Corporations Act* (the "CBCA"), all as more particularly described in the Proxy Circular;
- (b) to consider, and if deemed advisable, to pass, with or without variation, a special resolution approving the reduction of Central Sun's stated capital account maintained for the Common Shares, as more particularly described in the Proxy Circular (the "Stated Capital Reduction"); and
- (c) to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Capitalized terms not otherwise defined herein are defined in the Proxy Circular.

Only Shareholders of record at the close of business on February 17, 2009 are entitled to receive notice of and vote at the Meeting and any adjournment or postponement thereof.

Pursuant to section 190 of the CBCA, the Interim Order and the Plan of Arrangement Registered Shareholders have been granted the right to dissent in respect of the Arrangement and be paid the fair value of their Common Shares, subject to certain conditions. This dissent right, and the procedures for its exercise, are described in the Proxy Circular under the heading "Information Concerning the Meeting - Dissent Rights", in the Interim Order and in Appendix "E" to the Proxy Circular. Only Registered Shareholders are entitled to exercise rights of dissent. **Failure to strictly comply with the dissent procedures described in the Proxy Circular will result in the loss or unavailability of any right of dissent.**

**Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that ONLY REGISTERED OWNERS OF COMMON SHARES ARE ENTITLED TO DISSENT IN RESPECT OF THE ARRANGEMENT RESOLUTION. Beneficial owners should contact their broker, investment dealer, bank or other nominee in order to exercise dissent rights.**

Shareholders are requested to date, sign and return the enclosed form of proxy in the return envelope provided, or use one of the other methods provided. Completed proxies returned either by mail or by fax to the office of Central Sun's transfer agent, Equity Transfer & Trust Company, must be received no later than 10:00 a.m. (Toronto time) on March 18, 2009, or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays or holidays) preceding the date of any adjournment of the Meeting. If returned by mail, Shareholders should use the self-addressed envelope enclosed or mail to Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1. If returned by fax Shareholders should use (416) 595-9593.

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**The Board of Directors of Central Sun unanimously recommends that Shareholders vote FOR the Arrangement Resolution and the Stated Capital Reduction. In the absence of any instruction to the contrary, the Common Shares represented by proxies received by management will be voted FOR the Arrangement Resolution and the Stated Capital Reduction.**

**Whether or not you expect to attend the Meeting in person, please complete, date, sign and return the accompanying form of proxy at your earliest convenience. The accompanying Proxy Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.**

DATED at Toronto, this 19<sup>th</sup> day of February, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Peter W. Tagliamonte*"

Peter W. Tagliamonte

*President and Chief Executive Officer*

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## TABLE OF CONTENTS

	<b>Page</b>
NOTICE TO SHAREHOLDERS IN THE UNITED STATES	1
REPORTING CURRENCY	2
FORWARD-LOOKING STATEMENTS	2
INFORMATION CONTAINED IN THIS PROXY CIRCULAR SUMMARY	4
GLOSSARY OF TERMS	5
GLOSSARY OF TERMS	15
INFORMATION CONCERNING THE MEETING	23
Date, Time and Place of Meeting	23
Solicitation of Proxies	23
Appointment of Proxies	23
Deposit of Proxies	24
Non-Registered Shareholders	24
Exercise of Vote by Proxies and Discretionary Authority	25
Revocation of Proxies	25
Voting Securities	25
Dissent Rights	25
THE ARRANGEMENT	28
Description of the Arrangement	28
Background	29
Recommendation of the Board and Reasons for the Recommendation	31
Fairness Opinion	32
Intentions of Directors and Officers	33
Shareholder Approval of Arrangement Resolution	33
Procedure for the Arrangement to Become Effective	33
Court Approval and Completion of the Arrangement	34
Interests of Certain Persons in the Arrangement	34
Procedures for Receiving Share Certificates	35
Regulatory Matters	36
Stock Exchange Listings and Reporting Issuer Status	38
Treatment of Options	38
Treatment of Warrants	39
Treatment of Central Sun Bonus Shares	39
THE ARRANGEMENT AGREEMENT	39
Representations and Warranties	39
Conditions Precedent to the Arrangement	43
Covenant Regarding Non- Solicitation	45
Covenant Regarding Acquisition Proposal	46
Right to Accept a Superior Proposal	47
Termination Payment	48
Termination	49
Expense Reimbursement	50
THE VOTING AGREEMENTS	50
OTHER ARRANGEMENTS WITH B2GOLD	51
OTHER MATTERS TO BE ACTED UPON - STATED CAPITAL REDUCTION	51
COMPARISON OF SHAREHOLDER RIGHTS	52
RISK FACTORS	52
Risk Factors Relating to the Arrangement	52

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Risk Factors Relating to Central Sun	54
Risk Factors Relating to B2Gold	54
CERTAIN TAX CONSIDERATIONS FOR SHAREHOLDERS	54
Certain Canadian Federal Income Tax Considerations	54
Certain United States and Federal Income Tax Considerations	58

- i -

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INFORMATION CONCERNING CENTRAL SUN	69
Material Contracts	69
Available Information	69
Other Matters	69
Interest of Certain Persons in Matters to be Acted Upon	69
Indebtedness of Directors and Officers	69
Interest of Informed Persons in Material Transactions	70
Interest of Experts	70
Prior Sales	70
Comparative Market Prices Of Central Sun	72
Consolidated Capitalization	73
Dividend Policy	73
INFORMATION CONCERNING B2GOLD	73
Business of B2Gold	74
Comparative Market Prices of B2Gold	76
Prior Sales	77
Consolidated Capitalization Of B2Gold	78
Description Of Capital Structure	78
Dividend Policy	79
Interest of Experts	80
COMBINED COMPANY AFTER THE ARRANGEMENT	80
Post-Arrangement Shareholdings and Principal Shareholders	81
Organization Chart	81
Post-Arrangement Shareholdings and Principal Shareholders	83
Directors and Officers of the Combined Company	83
Cease Trade Orders or Bankruptcies	84
Penalties or Sanctions	85
Auditors	86
Transfer Agent and Registrar	86
Stock Exchange Listings	86
Risk Factors of B2Gold Following the Arrangement	86
PRO FORMA FINANCIAL INFORMATION	86
DOCUMENTS INCORPORATED BY REFERENCE	87
AVAILABLE INFORMATION	89
LEGAL MATTERS	89
APPROVAL OF THE BOARD OF DIRECTORS	90
CONSENT OF PRICEWATERHOUSECOOPERS LLP	91
CONSENT OF PRICEWATERHOUSECOOPERS LLP	92
CONSENT OF LEGAL COUNSEL	93
APPENDIX “A” Arrangement Resolution	A-1
APPENDIX “B” Plan of Arrangement	B-1
APPENDIX “C” Interim Order	C-1
APPENDIX “D” Notice Of Application For Final Order	D-1
APPENDIX “E” Section 190 of the Canada Business Corporations Act	E-1
APPENDIX “F” Pro-Forma Financial Information	F-1
APPENDIX “G” Fairness Opinion	G-1
APPENDIX “H” Comparison Of Shareholder Rights	H-1



**NOTICE TO SHAREHOLDERS IN THE UNITED STATES**

Holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Central Sun Mining Inc. (“**Central Sun**”) who are not residents of Canada should be aware that the disposition of Common Shares pursuant to the arrangement (the “**Arrangement**”) described in this management proxy circular (the “**Proxy Circular**”), and acquiring, holding and depositing of the common shares of B2Gold Corp. (“**B2Gold**”) to be issued pursuant to the Arrangement might have tax consequences both in Canada and in the United States, which are not described fully herein. See “Certain Tax Considerations for Shareholders”. Shareholders who are not resident in Canada should consult their own tax advisor for advice on this Arrangement.

Certain United States federal income tax considerations applicable to Shareholders are described in this Proxy Circular under the heading “Certain United States Federal Income Tax Considerations”. This description may not, however, include all of the considerations applicable to the circumstances of any particular holder. Accordingly, Shareholders are advised to consult their tax advisors to determine the particular tax consequences to them of the Arrangement.

The enforcement by Shareholders of civil liabilities under United States securities laws may be affected adversely by the fact that Central Sun, B2Gold and 4485394 Canada Inc. (“**B2Gold Subco**”) are incorporated and organized under the federal and provincial laws of Canada, that some or all of their respective officers and directors are residents of Canada, that the experts named in this Proxy Circular are residents of countries other than the United States, and that all or a substantial portion of the assets of Central Sun, B2Gold and B2Gold Subco may be located outside of the United States. As a result, it may be difficult or impossible for Shareholders in the United States to effect service of process within the United States upon Central Sun, B2Gold or B2Gold Subco, their directors or officers, or the experts named herein, or to realize against them upon judgments of courts of the United States predicated upon civil liabilities under the federal securities laws of the United States or “blue sky” laws of any state within the United States. In addition, Shareholders should not assume that the courts of Canada: (a) would enforce judgments of United States courts obtained in actions against such persons predicated upon civil liabilities under the federal securities laws of the United States or “blue sky” laws of any state within the United States; or (b) would enforce, in original actions, liabilities against such persons predicated upon civil liabilities under the federal securities laws of the United States or “blue sky” laws of any state within the United States.

The common shares of B2Gold (“**B2Gold Common Shares**”) issuable pursuant to the Arrangement have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any applicable state securities laws and will be issued in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Section 3(a)(10) of the U.S. Securities Act. Section 3(a)(10) of the U.S. Securities Act provides an exemption from registration under the U.S. Securities Act for offers and sales of securities issued in exchange for one or more outstanding securities where the terms and conditions of the issuance and exchange of such securities have been approved by a court authorized to grant such approval after a hearing upon the fairness of the terms and conditions of the issuance and exchange at which all persons to whom the securities will be issued have the right to appear. The Superior Court of Justice (Ontario) is authorized to conduct a hearing at which the fairness of the terms and conditions of the Arrangement will be considered. The Ontario Superior Court of Justice (Commercial List) issued the Interim Order on February 19, 2009 and, subject to the approval of the Arrangement by the Shareholders, a hearing on the Arrangement will be held on March 25, 2009 at 10:00 a.m. (Toronto time) at 330 University Avenue, 7<sup>th</sup> floor, Toronto, Ontario. All Shareholders and other interested parties (including holders of Options) are entitled to appear and be heard at this hearing. See “The Arrangement - Court Approval and Completion of the Arrangement” in this Proxy Circular.

This Arrangement involves the securities of a Canadian company. The solicitation of proxies made in connection with this Proxy Circular is not subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”). Accordingly, this Proxy Circular has been prepared in accordance with disclosure requirements applicable in Canada and in accordance with Canadian corporate and securities laws. Shareholders in the United States should be aware that such disclosure requirements are different from those of the United States applicable to registration statements under the U.S. Securities Act and to proxy statements

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under the U.S. Exchange Act. The financial statements of Central Sun and B2Gold included or incorporated by reference in this Proxy Circular have been prepared in accordance with Canadian generally accepted accounting principles and are subject to Canadian auditing and auditor independence standards, and thus may not be comparable in all respects to financial statements of United States companies. Likewise, unless expressly noted, information concerning the properties and operations of Central Sun and B2Gold contained or incorporated herein by reference has been prepared in accordance with Canadian standards and may not be comparable in all respects to similar information for United States companies set forth in registration statements and reports filed with the U.S. Securities and Exchange Commission (the "SEC").

Mineral resource estimates incorporated by reference in this Proxy Circular were prepared in accordance with the Canadian Securities Administrators' National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, which sets out Canadian standards for public disclosure of scientific and technical information concerning mineral projects. The requirements of National Instrument 43-101 differ from those of the SEC in a number of material respects, and information concerning descriptions of mineral deposits included and incorporated by reference in this Proxy Circular may not be comparable to information made public by U.S. companies subject to the reporting requirements of the SEC. The documents incorporated by reference in this Proxy Circular use the term "resources" which is a term not recognized by the SEC. Shareholders in the United States are advised that while "resources" are recognized and required to be disclosed under Canadian securities laws, the SEC does not recognize the term or permit it to be used in filings by U.S. companies. Under U.S. standards, a deposit may not be recognized as a "reserve" unless a determination has been made that it may be economically and legally produced or extracted at the time the determination is made. "Resources" are not "reserves" and Shareholders in the United States are cautioned that "resources" may not ever be converted into "reserves". Further, "resources" classified as "inferred resources" have a great amount of uncertainty as to their existence and whether they can be mined economically or legally. It cannot be assumed that "inferred resources" will ever be upgraded to a higher category, and Shareholders in the United States should not assume that all or any part of an "inferred resource" exists or can be legally or economically mined.

The U. S. Securities Act imposes restrictions on the resale of securities received pursuant to the Arrangement by persons who are "affiliates" of B2Gold after the Arrangement. As defined in Rule 144 under the U.S. Securities Act, an "affiliate" of an issuer is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the issuer. See "The Arrangement - Regulatory Matters - Qualification and Resale of B2Gold Common Shares - United States".

The Arrangement and the B2Gold Common Shares issuable pursuant to the Arrangement have not been approved or disapproved by the SEC or any state securities regulatory authority nor has the SEC or any state securities regulatory authority passed upon the fairness or merits of the Arrangement or upon the accuracy or adequacy of the information contained in this document. Any representation to the contrary is unlawful.

### REPORTING CURRENCY

In this document, unless otherwise specified, all references to "dollars", "\$" or "CDN dollars" are to Canadian dollars and all references to "US\$" are references to United States dollars. On February 18, 2009, the noon exchange rate for one Canadian dollar expressed in United States dollars as reported by the Bank of Canada was US\$0.79.

### FORWARD-LOOKING STATEMENTS

This Proxy Circular and the documents incorporated by reference contain statements about expected future events and financial and operating results that are forward-looking and subject to risks and uncertainties. Words such as "will", "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", and variations of such words, and similar expressions, are intended to identify these forward-looking statements. Specifically, and without limiting the generality of the foregoing, all statements included in this Proxy Circular and the documents incorporated by reference that address activities, events or developments that neither Central Sun nor B2Gold expects or anticipates will or may occur in the future, including such things as the proposed Arrangement, the benefits of the Arrangement, the ability to successfully integrate the two companies following the Arrangement, the development of Central Sun's Orosi project located in Nicaragua, the prices of gold, estimated future production, estimated costs of future production, the hedging policy of Central Sun, permitting time lines, future capital (including the amount and nature thereof), business

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strategies and measures to implement such strategies, competitive strengths, goals, expansion and growth, or references to the future success of Central Sun or B2Gold, their respective subsidiaries and the companies, joint ventures or partnerships in which Central Sun or B2Gold have equity investments are forward-looking statements. Actual results could differ materially from those reflected in the forward-looking statements as a result of a number of factors, any of which are beyond the control of Central Sun and B2Gold, including:

- the ability of each of Central Sun and B2Gold to satisfy all of the closing conditions to complete the Arrangement;
- the possibility that Shareholders do not approve the Arrangement Resolution or the Stated Capital Reduction at the Meeting;
- the price of gold;
- the risk factors described in the Proxy Circular under the heading “Risk Factors” and other risk factors contained in the documents incorporated by reference in the Proxy Circular;
- the actual results of current exploration, development and mining activities;
- changes in project parameters as plans continue to be evaluated;