

# Cornerstone Adopts Shareholder Rights Plan

11.01.2019 | [GlobeNewswire](#)

OTTAWA, Jan. 11, 2019 - [Cornerstone Capital Resources Inc.](#) ("Cornerstone" or "the Company") (TSXV:CGP) (Frankfurt:GWN) (Berlin:GWN) (OTC:CTNXF) announced today that its board of directors (the "Board") has approved the adoption of a Shareholder Rights Plan (the "Rights Plan") pursuant to a shareholder rights plan agreement entered into with Computershare Trust Company of Canada, as Rights Agent, dated January 11, 2019. The Rights Plan is subject to the approval of the TSX Venture Exchange. While the Rights Plan is effective as of January 11, 2019, it is subject to shareholder ratification within six months of its adoption. The Rights Plan will be submitted for ratification by the Company's shareholders at the upcoming 2019 annual and special meeting of the Company's shareholders (the "Meeting"), which will be held within six months of January 11, 2019. If the Rights Plan is not ratified by the Company's shareholders, it will automatically terminate. If ratified by shareholders, the Rights Plan will remain in effect until the close of the third annual meeting of shareholders following the Meeting.

The Rights Plan has been adopted to ensure, to the extent possible, that all shareholders of the Company are treated fairly in connection with any unsolicited take-over bid or other acquisition of control of the Company and that the Board is provided with adequate time to evaluate unsolicited take-over bids or other acquisitions and to identify, solicit, develop and negotiate value-enhancing alternatives, if appropriate, to such take-over bid or acquisition. The Rights Plan is not being adopted in response to any specific proposal to acquire control of the Company, and the Board is not aware of any pending or threatened take-over bid for the Company.

The Rights Plan is similar to shareholder rights plans adopted by other public companies. Pursuant and subject to the terms of the Rights Plan, one right will be issued by the Company for each outstanding common share of the Company as at January 11, 2019 and for each common share of the Company issued thereafter. Subject to the terms of the Rights Plan, the rights issued under the Rights Plan become exercisable only if a person (the "Acquiring Person"), together with certain related persons, acquires or announces its intention to acquire 20% or more of the Common Shares without complying with the "Permitted Bid" provisions of the Rights Plan. Upon the acquisition by an Acquiring Person of 20% or more of the Common Shares, each right would, upon exercise, entitle a rights holder, other than the Acquiring Person and certain related persons, to purchase common shares of the Company at a 50% discount to the market price at the time. At any time prior to the rights becoming exercisable, the Board may waive the operation of the Rights Plan with respect to certain events before they occur.

Under the Rights Plan, a "Permitted Bid" is a take-over bid made in compliance with the Canadian take-over bid regime. Specifically, a Permitted Bid is a take-over bid that is made to all shareholders, that is open for 105 days (or such shorter period as is permitted under the bid regime) and that contains certain conditions, including that no shares will be taken up and paid for unless 50% of the shares that are held by independent shareholders are tendered to the take-over bid.

The full text of the Rights Plan will be available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and a copy of the Rights Plan will be included in the management information circular that will be sent to shareholders in connection with the Meeting.

About Cornerstone:

[Cornerstone Capital Resources Inc.](#) is a mineral exploration company with a diversified portfolio of projects in Ecuador and Chile, including in the Cascabel gold-enriched copper porphyry joint venture in north west Ecuador.

Further information is available on Cornerstone's website: [www.cornerstonerесources.com](http://www.cornerstonerесources.com) and on Twitter. For investor, corporate or media inquiries, please contact:

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Due to anti-spam laws, many shareholders and others who were previously signed up to receive email updates and who are no longer receiving them may need to re-subscribe at <http://www.cornerstonerесources.com/s/InformationRequest.asp>

On Behalf of the Board,  
Brooke Macdonald  
President and CEO

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/316895--Cornerstone-Adopts-Shareholder-Rights-Plan.html>

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