

G2 Goldfields Announces Voting Results From Its Annual General and Special Meeting of Shareholders

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TORONTO, Jan. 28, 2025 - [G2 Goldfields Inc.](#) ("G2" or the "Company") (TSX:GTWO; OTCQX:GUYGF) is pleased to announce that at its annual general and special meeting of shareholders (the "Meeting") held earlier today, the Company's shareholders approved the annual general matters as well as the matters relating to the proposed spin-out of G2's interest in certain non-core assets into a wholly owned subsidiary of G2, G3 Goldfields Inc. ("G3"), through a plan of arrangement under the *Canada Business Corporations Act* (the "Spin-Out").

A total of 152,211,687 common shares ("Shares") were voted in person or represented by proxy at the Meeting, representing approximately 63.50% of the votes attached to all the outstanding Shares as at the record date of the Meeting.

Resolution	Number of For
Election of Directors	
J. Patrick Sheridan	140,834,421
Daniel Noone	146,203,763
Bruce Rosenberg	140,179,000
Stephen Stow	151,089,963
Carmen Diges	151,068,063
Re-appointment of MNP LLP as auditors of the Company and authorization for the board of directors to fix their remuneration	152,211,687
Approval of a plan of arrangement pursuant to which the Company will complete the Spin-Out	151,023,763
Approval of stated capital reduction	151,076,543
Approval of J. Patrick Sheridan as a new control person of G3 (excluding the votes of Mr. Sheridan)	108,549,963
Approval of G3 stock option plan	149,382,663
Approval of G3 restricted share unit plan	151,050,673

The report of voting results will be made available under the Company's profile on SEDAR+ (www.sedarplus.ca).

The court hearing for the final order to approve the Arrangement is scheduled to take place on January 30, 2025. The Spin-Out remains subject to final court and regulatory approvals, including final approval of the Toronto Stock Exchange. For a more detailed description of the Spin-Out, please refer to the Company's management information circular dated December 20, 2024.

Subject to the approval of the Ontario Superior Court of Justice (Commercial List), the Toronto Stock Exchange and the determination of the boards of directors of G2 and G3, the Spin-Out is anticipated to be completed in Q1 2025.

About G2 Goldfields Inc.

The G2 Goldfields team is comprised of professionals who have been directly responsible for the discovery of millions of ounces of gold in Guyana as well as the financing and development of the Aurora Gold Mine, Guyana's largest gold mine [RPA, 43-101, Technical Report on the Aurora Gold Mine, March 31, 2020].

In April 2024, G2 announced an Updated Mineral Resource Estimate ("MRE") for the Oko property in Guyana [see press release dated April 03, 2024]. Highlights of the Updated MRE include:

Total combined open pit and underground Resource for the Oko Main Zone (OMZ):

- 495,000 oz. Au - Inferred contained within 2,413,000 tonnes @ 6.38 g/t Au
- 686,000 oz. Au - Indicated contained within 2,368,000 tonnes @ 9.03 g/t Au

Total combined open pit and underground Resource for the Ghanie Zone:

- 604,000 oz. Au - Inferred contained within 12,216,000 tonnes @ 1.54 g/t Au
- 236,000 oz. Au - Indicated contained within 3,344,000 tonnes @ 2.20 g/t Au

The MRE was prepared by Micon International Limited with an effective date of March 27, 2024. Significantly, the updated mineral resources lie within 500 meters of surface. The Oko district has been a prolific alluvial goldfield since its initial discovery in the 1870s, and modern exploration techniques continue to reveal the considerable potential of the district.

Anglo Gold Ashanti (NYSE:AU) currently holds 35,948,965 shares representing approximately 15% of the issued and outstanding shares of G2. G2 currently has cash holdings exceeding C\$38 million and is well financed to execute on this regional exploration program.

All scientific and technical information in this news release has been reviewed and approved by Dan Noone (CEO of G2 Goldfields Inc.), a "qualified person" within the meaning of National Instrument 43-101. Mr. Noone (B.Sc. Geology, MBA) is a Fellow of the Australian Institute of Geoscientists.

Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.g2goldfields.com).

For further information please contact:

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Forward-Looking Statements

This news release contains certain forward-looking statements, including, but not limited to, statements about the Spin-Out, the completion of the Spin-Out and the expected timing thereof, and the required approvals. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "schedule", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements, including the risk factors set out in the management information circular of the Company dated December 20, 2024. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

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