

Mineros S.A.: Colombian Superintendent of Finance Issues Notice of Public Tender Offer for Mineros Shares

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Halts Trading on Colombia Stock Exchange; Sun Valley Investments AG Announces Private Share Purchase Agreement

[Mineros S.A.](#) (TSX:MSA, MINEROS:CB) ("Mineros" or the "Company") announces that the Colombian Superintendent of Finance ("SFC") has issued a public notice (the "SFC Notice") announcing the filing with the SFC of an application to make a tender offer in Colombia to acquire between 8% and 11% of the issued and subscribed ordinary shares of Mineros ("Mineros Shares") through the Colombia Stock Exchange ("BVC") at an offer price of \$5,500 Colombian pesos per share (the "Offer").

In accordance with Colombian laws regulating public tender offers, the SFC Notice was issued following the receipt by the SFC of notice of the offeror's intention to make the Offer, together with supporting documentation for review. The Offer cannot be made or accepted by shareholders until it is approved by the SFC and additional prescribed requirements are satisfied. Receipt of SFC approval will be contingent on the offeror satisfying the SFC that the Offer complies with applicable regulations, and complies with certain formalities, including providing a performance guarantee covering a certain percentage of the aggregate purchase price for the Mineros Shares that are the subject of the Offer. The BVC announced on Tuesday, May 27, 2025 that Sun Valley Investments AG ("Sun Valley") has submitted such a performance guarantee in connection with the Offer.

The SFC is required to provide comments on the Offer to the offeror within five business days after receiving the offeror's submission (the "Initial Comment Period"). Colombian laws require the offeror to publish notice of the Offer (an "Offer Notice") within five business days following expiry of the Initial Comment Period if SFC does not provide comments or within five business days following the SFC authorization of the Offer, such notice must be published two additional times. In accordance with Colombian laws, trading in Mineros Shares on the BVC was halted upon the issuance of the SFC Notice, and will remain suspended until the day following the first publication of the Offer Notice. The Company does not expect trading in Mineros Shares on the TSX to be halted.

Yesterday, Sun Valley announced that it has entered into a share purchase agreement (the "Agreement") with Corporación Financiera Colombiana S.A. ("Corficolombiana") to acquire 23,850,263 Mineros Shares (the "Acquired Shares"), representing approximately 8.0% of the issued and outstanding Mineros Shares, at a purchase price of 5,500 Colombian pesos per Acquired Share, subject to prior satisfaction of certain conditions precedent. The Agreement contemplates purchases of Acquired Shares may be made through various purchase mechanisms, including tender offers in Colombia and private secondary market transactions in Canada. Sun Valley announced that the Agreement obligates Corficolombiana to sell exclusively to Sun Valley.

Sun Valley reports that it currently owns 172,122,705 Mineros Shares representing approximately 57.4% of the Mineros Shares. Upon closing of the transactions contemplated by the Agreement, Sun Valley expects to own 195,972,968 Mineros Shares, representing approximately 65.4% of the Mineros Shares. If the Offer is successful, and assuming that all of the Acquired Shares are acquired from Corficolombiana through the Offer, Sun Valley could acquire additional Mineros Shares from other sellers representing up to a further 3.0% of the outstanding Mineros Shares, which would bring its interest in Mineros to a maximum of approximately 68.4% of the Mineros Shares.

ABOUT MINEROS S.A.

Mineros is a gold mining company based in Medellin, Colombia. The company has a diversified asset base, with relatively low-cost mines in Colombia and Nicaragua and a portfolio of development and exploration

projects throughout the region.

Mineros' board of directors and senior management have extensive experience in mining, corporate development, finance and sustainability. Mineros has a long history of maximizing shareholder value and paying strong annual dividends. For 50 years, Mineros has operated with a focus on safety and sustainability throughout its operations.

Mineros common shares are listed on the Toronto Stock Exchange under the symbol "MSA" and on the Colombia Stock Exchange under the symbol "MINEROS".

Election of Directors - Electoral Quotient System

The Company has been granted an exemption from the individual voting and majority voting requirements applicable to listed issuers under Toronto Stock Exchange policies, on grounds that compliance with such requirements would constitute a breach of Colombian laws and regulations which require the directors to be elected on the basis of a slate of nominees proposed for election pursuant to an electoral quotient system. For further information, please see the Company's most recent annual information form, available on the Company's website at www.mineros.com.co and from SEDAR+ at www.sedarplus.com.

This news release contains "forward looking information" within the meaning of applicable Canadian securities laws. Forward looking information includes statements that use forward looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Such forward looking information includes, without limitation, statements with respect to the Offer, including its terms, timing, potential regulatory approval, and participants; statements with respect to the terms of the Agreement and completion of the transactions that it contemplates; halting and resumption of trading of Mineros Shares on the TSX and BVC; the Company's planned exploration, development and production activities; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

Forward looking information is based upon estimates and assumptions of management considering management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this news release. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

For further information of these and other risk factors, please see the "Risk Factors" section of the Company's annual information form dated March 31, 2025, available on the Company's website at <https://www.mineros.com.co/> SEDAR+ at www.sedarplus.com.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward looking information contained herein. There can be no assurance that forward looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward looking information.

Forward looking information contained herein is made as of the date of this news release and the Company disclaims any obligation to update or revise any forward looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

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