

# Prime Mining Corp. Securityholders Approve Transaction with Torex Gold Resources Inc.

30.09.2025 | [GlobeNewswire](#)

[Prime Mining Corp.](#) ("Prime" or the "Company") (TSX: PRYM) (OTCQX: PRMNF) (Frankfurt: O4V3) announces that the Company's securityholders have approved the plan of arrangement (the "Arrangement") with [Torex Gold Resources Inc.](#) ("Torex"), whereby Torex will, among other things, acquire all of the issued and outstanding common shares of the Company (the "Prime Shares"). The vote was passed at Prime's special meeting of securityholders (the "Meeting") held earlier today.

The special resolution approving the Arrangement was approved by (i) 99.991 % of the votes cast by the shareholders of Prime (the "Shareholders"); (ii) 99.991 % of the votes cast by the Shareholders and the holders of options to acquire Prime Shares, restricted share units, deferred share units and warrants to purchase Prime Shares, voting together as a single class; and (iii) 99.991% of the votes cast by the Shareholders, excluding those votes attached to Prime Shares held by persons required to be excluded pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

Shareholders of Torex are not required to vote on the Arrangement.

The closing of the Arrangement is expected to occur in Q4 2025. In addition to securityholder and court approvals, the Arrangement is subject to applicable regulatory approvals (including approvals of the TSX and clearance under Mexican antitrust laws) and the satisfaction of certain other closing conditions customary for a transaction of this nature. The report of voting results will be available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca)

## About Prime Mining

Prime is managed by an ideal mix of successful mining executives, strong capital markets personnel and experienced local operators all focused on unlocking the full potential of the Los Reyes Project. The Company has a well-planned capital structure with a strong management team and insider ownership.

**For further information**, please visit [www.primeminingcorp.ca](http://www.primeminingcorp.ca) or direct enquiries to:

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## Forward Looking Information

*This news release contains certain "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities legislation as may be amended from time to time, including, without limitation, statements regarding the consummation and anticipated timing of the Arrangement, the satisfaction or waiver of the conditions precedent to the Arrangement, the receipt of required court and regulatory approvals and the expected timing of closing of the Arrangement. Forward-looking statements are statements that are not historical facts which address events, results, outcomes, or developments that the Company expects to occur. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made, and they involve several risks and uncertainties. Certain material assumptions regarding such forward-looking statements were made, including without limitation, assumptions regarding the price of gold, silver and copper; the accuracy of mineral resource estimations; that there will be no material adverse change affecting the Company or its properties;*

*that all required approvals will be obtained, including concession renewals and permitting; that political and legal developments will be consistent with current expectations; that currency and exchange rates will be consistent with current levels; and that there will be no significant disruptions affecting the Company or its properties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements involve significant known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated. These risks include, but are not limited to: risks related to the receipt of required court and regulatory approvals and the satisfaction or waiver of conditions precedent to the Arrangement, risks related to uncertainties inherent in the preparation of mineral resource estimates, including but not limited to changes to the cost assumptions, variations in quantity of mineralized material, grade or recovery rates, changes to geotechnical or hydrogeological considerations, failure of plant, equipment or processes, changes to availability of power or the power rates, ability to maintain social license, changes to interest or tax rates, changes in project parameters, delays and costs inherent to consulting and accommodating rights of local communities, environmental risks, title risks, including concession renewal, commodity price and exchange rate fluctuations, risks relating to COVID-19 and other future pandemics, delays in or failure to receive access agreements, on-going receipt of amended and/or operating permits, risks inherent in the estimation of mineral resources; and risks associated with executing the Company's objectives and strategies, including costs and expenses, physical access to the property, security risks, availability of contractors and skilled labour, as well as those risk factors discussed in the Company's most recently filed management's discussion and analysis, its annual information form dated March 28, 2025, as well as the management information circular filed in connection with the Meeting, available on [www.sedarplus.ca](http://www.sedarplus.ca). Except as required by the securities disclosure laws and regulations applicable to the Company, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change.*

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