

# Carcetti Capital Announces Results of Annual General and Special Meeting, Appointment of Officers and Establishment of Board Committees

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[Carcetti Capital Corp.](#) ("Carcetti" or the "Company") (TSXV:CART) is pleased to announce the results of its annual general and special meeting of shareholders held on October 30, 2025 (the "Meeting"). A total of 19,868,654 common shares or 77% of the Company's issued and outstanding shares as of the record date of September 25, 2025 were represented in person or by proxy at the Meeting (the "Shareholders"). In addition, the board of directors (the "Board") accepted the resignation of and appointed certain officers of the Company as set forth below. The Board also formed several Board committees and appointed members to such committees.

## Meeting Results

Each of the matters to be voted on at the Meeting were approved by the Shareholders. Full details of each matter is set forth in the management information circular of the Company dated September 30, 2025, available on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

The table below sets forth the matters voted on by the Shareholders at the Meeting and the total number and percentage of votes cast in favour of each matter.

	Votes For
Reappointment of Davidson & Company LLP, as the Company's auditor for the ensuing year and to authorize the Board to fix the auditor's remuneration.	19,868,361
Fixing of the number of directors of the Company at six (6).	19,868,361
Election of Jonathan Awde, Jason Kosec, Richard Silas, Audra Walsh, Robert Quartermain, and Glenn Kumoi as the directors of the Company for the ensuing year.	19,868,361
Approval of the amalgamation of the Company and 17276583 Canada Ltd., a wholly-owned subsidiary of the Company.	19,868,326
Approval of the Company's new Omnibus Equity Incentive Plan.	19,866,484

## Note:

- Shareholders voted for or against each director on a separate basis. There was no material difference in the number of votes each director received.

## Resignation and Appointment of Officers

Glenn Kumoi has resigned as President, Chief Executive Officer and Chief Financial Officer of the Company and will continue with the Company as a director on the Board and interim Corporate Secretary. Following the Meeting, the Board selected Robert Quartermain to be the Lead Director and appointed Jonathan Awde as Executive Chair, Jason Kosec as President and Chief Executive Officer, Jon Case as Chief Financial Officer, and Eric Tremblay as Chief Operating Officer.

Jason Kosec, incoming President and Chief Executive Officer said: "We thank Glenn for his contribution to the Company in his previous roles and look forward to him continuing in his role as a director of the

Company. We are excited with the highly experienced management team the Company is building and look forward to completing the acquisition of the Hemlo mine and establishing of a leading, growth-focused Canadian gold business."

#### Formation of Board Committees

In addition to the Company's existing Audit Committee, the Board approved the formation of a ESG, Health, Safety and Technical Committee and renamed the existing Compensation, Nominating and Governance Committee to be the Compensation Committee.

The following directors were appointed to each of these Board committees.

Audit Committee: Robert Quartermain (interim Chair), Audra Walsh and Richard Silas

Compensation Committee: Robert Quartermain (Chair), Audra Walsh and Glenn Kumoi

ESG, Health, Safety and Technical Committee: Audra Walsh (Chair), Robert Quartermain and Jason Kosec

#### Update Regarding Hemlo Acquisition

As disclosed in the Company's news releases dated September 10, 2025, October 1, 2025 and October 7, 2025, the Company has entered into a definitive agreement to acquire a 100% interest in the Hemlo Gold Mine in Ontario, Canada from wholly-owned subsidiaries of [Barrick Mining Corp.](#) for \$875 million in cash and 34.6 million common shares of the Company payable at closing, plus up to \$165 million in additional contingent cash payments tied to gold price thresholds (the "Transaction").

The Company continues to progress toward closing of the Transaction which is anticipated to occur in the fourth quarter of 2025. The closing of the Transaction is subject to the receipt of certain regulatory and third-party consents or approvals, including TSX Venture Exchange ("TSXV") approval, and satisfaction of other customary closing conditions.

#### Contact

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#### Forward Looking Statements

This press release contains "forward-looking information" within the meaning of Canadian securities legislation. The forward-looking information contained in this press release includes: the amalgamation of the Company and 17276583 Canada Ltd.; the implementation of the Company's Omnibus Equity Incentive Plan; the closing of the Transaction; the receipt of required regulatory and third-party consents or approvals, including TSXV approval. The forward-looking information contained in this press release represents the expectations of the Company as of the date of this press release and, accordingly, is subject to change after such date. Forward-looking information is based on, among other things, opinions, assumptions, estimates and analyses that, while considered reasonable by the Company at the date the forward-looking information is provided, are inherently subject to significant risks, uncertainties, contingencies and other factors that may cause actual results and events to be materially different from those expressed or implied by the forward-looking information. These risks include, but are not limited to: the failure to obtain corporate, third-party or regulatory approvals in connection with the Transaction; uncertainty and variations in the estimation of mineral resources and mineral reserves; risks related to the Company's anticipated indebtedness; risks related to exploration, development, and operation activities; political risks, delays in obtaining or failure to obtain governmental permits, or non-compliance with permits; environmental and other regulatory requirements; uncertainties related to title to mineral properties; water rights; risks related to natural disasters, terrorist acts, health crises, and other disruptions and dislocations; financing risks and access to additional capital; risks related to guidance estimates and uncertainties inherent in the preparation of pre-feasibility studies; uncertainty in estimates of production, capital, and operating costs and potential production and cost overruns; the fluctuating price of gold; unknown liabilities in connection with the acquisition of the Hemlo Gold Mine; global financial conditions; uninsured risks; climate change risks; competition from other companies and individuals; conflicts of interest; volatility in the market price of the Company's securities; the Company's limited operating history; litigation risks; the Company's ability to

complete, and successfully integrate the acquisition of the Hemlo Gold Mine; intervention by non-governmental organizations; outside contractor risks; risks related to historical data; risks related to the Company's accounting policies and internal controls; shareholder activism; and other risks associated with executing the Company's objectives and strategies.

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.

Neither the TSX Venture Exchange nor its Regulatory 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

SOURCE: Carcetti Capital Corp.

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