

MTB Metals Announces Filing of Special Meeting Materials in Connection with Proposed Arrangement with ExGen Resources Inc.

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And Filing of Technical Report for Telegraph Property

[MTB Metals Corp.](#) (TSXV: MTB) (OTCQB: MBYMF) (FSE: M9U) ("MTB" or the "Company") is pleased to announce that further to its news release dated October 17, 2025, it has filed with the applicable Canadian securities regulatory authorities a management information circular dated November 5, 2025 (the "Circular") and related meeting materials (together with the Circular, the "Meeting Materials") of MTB for use at the special meeting (the "Meeting") of MTB shareholders (the "Shareholders") and MTB optionholders (together with the Shareholders, the "Securityholders") to be held in connection with the proposed plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia) involving MTB and [ExGen Resources Inc.](#) ("ExGen").

At the Meeting, Securityholders will be asked to consider a special resolution (the "Arrangement Resolution") approving the Arrangement pursuant to which ExGen will acquire all of the issued and outstanding common shares of MTB (the "Shares"). Pursuant to the Arrangement, each Shareholder will receive 0.286 of a common share of ExGen in exchange for each Share held (the "Exchange Ratio"), with the result that the current Securityholders of MTB will become securityholders of ExGen and will hold approximately 36.88% of the combined company.

The board of directors of MTB (the "Board") recommends that Securityholders vote FOR the Arrangement Resolution.

Additional details with respect to the Arrangement, the reasons for the recommendation of the Board as well as the potential benefits and risks of the Arrangement are described in the Circular, which Securityholders are encouraged to read in its entirety.

Details of the Meeting

The Meeting is scheduled to be held at 1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3, at 10:00 a.m. (Vancouver time) on December 11, 2025, subject to adjournment or postponement. Securityholders are encouraged to carefully read the notice of meeting, the Circular and other Meeting Materials for information concerning the Arrangement, the Arrangement Resolution and voting. Only Securityholders of record as at the close of business on October 30, 2025 are eligible to vote at the Meeting.

Meeting Materials

MTB has commenced the mailing of copies of the Meeting Materials to Securityholders entitled to vote on the Arrangement at the Meeting. Securityholders are able to vote, either directly or by proxy, or indirectly via their intermediary.

The Meeting Materials are available under MTB's profile on SEDAR+ at www.sedarplus.ca. The Meeting Materials have also been posted in a prominent location on MTB's website and are accessible electronically at <https://www.mtb-metals.com/investors/financial-statements/>.

Filing of Telegraph Technical Report

The Company also announces that, in connection with the Arrangement, the Company has filed a technical report prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects (the "Technical Report") on the Telegraph Property, a copper-gold project strategically located adjacent to ExGen's DOK property interest in the Golden Triangle region of British Columbia.

The Telegraph Property is currently owned by MTB and will be transferred to ExGen upon completion of the

Arrangement. The Technical Report, titled "Technical Report on the Telegraph Property 2025" and effective as of October 3, 2025, has been filed on SEDAR+ under the Company's profile at www.sedarplus.ca.

Telegraph Property

The Telegraph Property is located in the Liard Mining District in northwestern BC's Golden Triangle. The Property is located immediately west of Yehiniko Lake, approximately 45 km southwest of Telegraph Creek, BC and 1,075 km northwest of Vancouver. The terrain encompasses moderate to steep mountain topography typical of the area. Elevations range from 250 m above sea level to approximately 2,450 m above sea level at the summit of Crocus Mountain. Approximately 15% of The Property is covered by alpine glaciers.

The Technical Report was prepared by Brady Clift, P.Geol., an independent Qualified Person as defined by NI 43-101. Information of a scientific or technical nature in respect of the Telegraph Property in this news release is derived from the Technical Report.

About MTB Metals Corp.

MTB is advancing two copper-gold projects in the prolific Golden Triangle of northern British Columbia.

Telegraph: 350 square kilometre property located in the vicinity of 4 notable porphyry deposits all being explored or mined by major mining companies. Field work by MTB, together with earlier results, provides compelling evidence for the presence of one or more porphyries similar to the others in the area.

Southmore: 50 square kilometer property hosts several significant copper and gold occurrences. Surface samples include a sample with 12.7% copper and another with 29.4 g/t gold.

MTB also holds royalties on four projects in the Golden Triangle, including two past producing mines and it holds 480,072 shares of Dolly Varden Silver.

On behalf of the Board of Directors of MTB:

Lawrence Roulston
President & CEO

For further information

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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.

Cautionary Statements Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate to, among other things, statements regarding: the date of the Meeting; completion of the mailing of the Meeting Materials; the receipt of necessary Securityholder, court and regulatory approvals for the Arrangement; and the anticipated benefits of the Arrangement to Securityholders. These forward-looking statements are not guarantees of future results and involve risks and uncertainties that may cause actual results to differ materially from the potential results discussed in the forward-looking statements.

In respect of the forward-looking statements concerning the Arrangement, MTB has relied on certain assumptions that it believes are reasonable at this time, including assumptions as to the ability of MTB to conduct the Meeting as contemplated; the ability of MTB to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court, securityholder, stock exchange and other third party approvals; and the ability of the parties to satisfy, in a timely manner, the other conditions to the completion of the Arrangement. The Arrangement timeline may change for a number of reasons, including inability to hold the Meeting as contemplated; inability to secure necessary regulatory, court, Securityholder, stock exchange or other third-party approvals in the time assumed; or the need for additional time to satisfy the other conditions to the completion of the Arrangement. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning timing.

Risks and uncertainties that may cause such differences include but are not limited to: the risk that the Arrangement may not be completed on a timely basis, if at all; the conditions to the consummation of the Arrangement may not be satisfied; the risk that the Arrangement may involve unexpected costs, liabilities or delays; the possibility that legal proceedings may be instituted against MTB, ExGen and/or others relating to the Arrangement and the outcome of such proceedings; the possible occurrence of an event, change or other circumstance that could result in termination of the Arrangement; risks relating to the failure to obtain necessary Securityholder, court or regulatory approval for the Arrangement; other risk factors as detailed from time to time and additional risks identified in MTB's and ExGen's filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca). Failure to obtain the requisite approvals, or the failure of the parties to otherwise satisfy the conditions to or complete the Arrangement, may result in the Arrangement not being completed on the proposed terms, or at all. In addition, if the Arrangement is not completed, the announcement of the Arrangement and the dedication of substantial resources of MTB to the completion of the Arrangement could have a material adverse impact on each of MTB's share price, its current business relationships and on the current and future operations, financial condition, and prospects of MTB.

MTB expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.

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