

Canadian Gold Corp. Announces Sending of Meeting Materials for Proposed Plan of Arrangement

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[Canadian Gold Corp.](#) (TSXV: CGC) ("Canadian Gold") is pleased to announce that it publicly filed on November 6, 2025, and will commence sending its management information circular (the "Circular") and related materials for its special meeting (the "Meeting") to be held on December 5, 2025 to approve the previously announced plan of arrangement (the "Arrangement") with [McEwen Inc.](#) ("McEwen").

Under the terms of the Arrangement Agreement dated October 10, 2025 between Canadian Gold and McEwen, which was negotiated at arms-length, each holder of the common shares of Canadian Gold (each, a "Canadian Gold Share") will receive 0.0225 McEwen common shares (each, a "McEwen Share") for each Canadian Gold Share held.

Canadian Gold is also pleased to announce that it has obtained an interim order of the British Columbia Supreme Court, which provides for, among other things, the holding of the Meeting under applicable corporate legislation.

The Arrangement is subject to customary conditions applicable to such transactions, including receipt of requisite court, shareholder and stock exchange approvals. If all necessary approvals are obtained and the conditions to the Arrangement are met or waived, it is currently anticipated that the Arrangement will be completed in January 2026.

Fairness Opinion

Red Cloud Securities Inc. ("Red Cloud") was engaged by Canadian Gold to prepare an opinion (the "Fairness Opinion") as to the fairness of the Arrangement, from a financial point of view, to Canadian Gold shareholders. The Special Committee of independent directors of Canadian Gold has received the Fairness Opinion from Red Cloud, which states that, based upon and subject to the limitations, assumptions and qualifications of and other matters considered in connection with the preparation of such opinion, the consideration to be received by Canadian Gold shareholders pursuant to the Arrangement is fair, from a financial perspective, to Canadian Gold shareholders.

About Canadian Gold

Canadian Gold Corp. is a Canadian-based mineral exploration and development company whose objective is to expand the high-grade gold resource at the past producing Tartan Mine, located in Flin Flon, Manitoba. The historic Tartan Mine currently has a 2017 indicated mineral resource estimate of 240,000 oz gold (1,180,000 tonnes at 6.32 g/t gold) and an inferred estimate of 37,000 oz gold (240,000 tonnes at 4.89 g/t gold). (Tartan Lake Project Technical Report, Manitoba, Canada, April 2017 authored by Mining Plus Canada Consulting Ltd.). The Company also holds a 100% interest in greenfield exploration properties in Ontario and Quebec adjacent to some of Canada's largest gold mines and development projects, specifically, the Canadian Malartic Mine (QC), the Hemlo Mine (ON) and Hammond Reef Project (ON). McEwen Inc. (NYSE & TSX: MUX) holds a 5.6% interest in Canadian Gold, and Robert McEwen, the founder and former CEO of Goldcorp, and Chairman and CEO of McEwen Inc., holds a 32.5% interest in Canadian Gold.

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Social Media Accounts:

X (Twitter)
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Neither the NYSE, TSX or TSX-V have reviewed and do not accept responsibility for the adequacy or accuracy of the contents of this news release, which has been prepared by the management of McEwen and Canadian Gold.

Forward-Looking Statements

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 Arrangement; the Arrangement Agreement; the receipt of necessary shareholder, court and regulatory approvals for the Arrangement; the anticipated timeline for completing the Arrangement; the terms and conditions pursuant to which the Arrangement will be completed, if at all; the anticipated benefits of the Arrangement including, but not limited to McEwen having a 100% interest in the Tartan Mine; the combined company; the future financial and operational performance of the combined company; the combined company's exploration and development programs; and potential future revenue and cost synergies resulting from the Arrangement. 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, including the entering into of the Arrangement Agreement, and the anticipated timing for completion of the Arrangement including, but not limited to the expectation of McEwen having a 100% interest in the Tartan Mine, McEwen and Canadian Gold have relied on certain assumptions that they believe are reasonable at this time, including assumptions as to the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court, shareholder, 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. This timeline may change for a number of reasons, including unforeseen delays in preparing meeting materials; inability to secure necessary regulatory, court, shareholder, 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 these times.

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 the McEwen, Canadian Gold 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 shareholder and court approval; other risks inherent in the mining industry. 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 McEwen and Canadian Gold to the completion of the Arrangement could have a material adverse impact on each of McEwen's and Canadian Gold's share price, its current business relationships and on the current and future operations, financial condition, and prospects of each McEwen and Canadian Gold.

Canadian Gold 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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