

NG Energy Announces Results Of Annual General And Special Meeting Of Shareholders And Grant Of Options, Rsus & Dsus

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[NG Energy International Corp.](#) ("NGE" or the "Company") (TSXV: GASX) (OTCQX: GASXF) is pleased to announce that all of the resolutions considered at the Company's annual general and special meeting of shareholders held on January 22, 2026 (the "Meeting") were approved by the Company's shareholders.

At the Meeting, the Company's shareholders approved resolutions:

- fixing the number of directors comprising the Company's board of directors (the "Board") for the ensuing year at seven (7);
- electing Brian Paes-Braga, Brian T. O'Neill, Don Sewell, Jorge Fonseca Chaumer, Keith Hill, Patricia Herrera Paba and Paul Saad as directors of the Company, to hold office until the close of the next annual meeting of shareholders or until their successors are elected or appointed;
- re-appointing PricewaterhouseCoopers LLP as the auditor of the Company for the ensuing year and authorizing the Board to fix the remuneration of the auditor;
- re-approving the Company's incentive stock option plan (the "Stock Option Plan"); and
- approving certain amendments to the Company's restricted share unit and deferred share unit compensation plan (the "RSU/DSU Plan").

A total of 180,775,124 common shares were voted in connection with the election of the directors as follows:

Director	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
Brian Paes-Braga	176,218,900	98.78 %	2,181,090	1.22 %
Brian T. O'Neill	174,268,333	97.68 %	4,131,657	2.32 %
Don Sewell	174,268,109	97.68 %	4,131,881	2.32 %
Jorge Fonseca Chaumer	156,505,720	87.73 %	21,894,270	12.27 %
Keith Hill	178,157,724	99.86 %	242,266	0.14 %
Patricia Herrera Paba	177,895,827	99.72 %	504,163	0.28 %
Paul Saad	178,139,724	99.85 %	260,266	0.15 %

The resolutions voted on at the Meeting are described in more detail in the Company's management information circular, dated December 11, 2025, which is available on the Company's SEDAR+ profile at www.sedarplus.ca.

Option, RSU and DSU Grants

The Company's Board of Directors has approved has the grant of 9,250,000 incentive stock options to certain directors, officers, employees and consultants of the Company. The stock options are exercisable into common shares of the Company at a price of \$1.08 per common share. Subject to the rules of the TSX Venture Exchange (the "Exchange") and the Stock Option Plan, the stock options shall have a term of five (5) years and will expire on January 22, 2031.

Additionally, the Company has granted 5,000,000 restricted share units ("RSUs") and 300,000 deferred

share units ("DSUs") to directors, officers, employees and consultants of the Company under the terms of the RSU/DSU Plan.

The Company is authorized to grant a total of 26,211,297 incentive stock options pursuant to the Stock Option Plan, of which 19,360,893 incentive stock options are outstanding following the grant. Additionally, the Company is authorized to grant an aggregate total of 25,999,259 RSUs and DSUs pursuant to the RSU/DSU Plan of which 9,686,874 RSUs and 640,000 DSUs are outstanding following the grant. The grant of the incentive stock options, RSUs and DSUs remains subject to Exchange approval.

About NG Energy International Corp.

NG Energy International Corp. is a growth-orientated natural gas exploration and production company focused on delivering long-term shareholder and stakeholder value through the discovery, delineation and development of large-scale energy assets in the Americas, supporting energy transition and economic growth. NGE's team has extensive technical and capital markets expertise with a proven track record of building companies and creating significant value in South America. In Colombia, the Company is executing on this mission with a rapidly growing production base and an industry-leading growth trajectory, delivering natural gas into the premium-priced Colombian marketplace (~US\$8/MMBtu) with projected triple digit production growth over the next 2-3 years towards a production goal of 200 MMcf/d. To date, the Company has raised over US\$200 million in debt and equity, successfully monetized a US\$150 million farm out and has constructed and commissioned 3 gathering, processing and treatment facilities and associated pipelines with gross processing and transportation capacity of 60 MMcf/d with significant capital contributions from insiders who currently own approximately 32% of the Company. For more information, please visit SEDAR+ (www.sedarplus.ca) and the Company's website (www.ngenergyintl.com).

Cautionary Statement Regarding Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the 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 including, without limitation, the information contained in this news release regarding Exchange approval for the grant of incentive stock options, RSUs and DSUs. 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.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risk Factors" in the Company's most recent Management Discussion and Analysis and its Annual Information Form dated April 28, 2025, which are available for view on SEDAR+ at www.sedarplus.ca. These risks include but are not limited to, the risks associated with the oil and natural gas industry, such as exploration, production and general operational risks, the volatility of pricing for oil and natural gas, the inability to market natural gas production and changes in natural gas sale prices, changing investor sentiment about the oil and natural gas industry, any delays in production, marketing and transportation of natural gas, drilling costs and availability of equipment, regulatory approval risks and environmental, health and safety risks. Forward-looking statements contained herein are made as of the date of this news release, and the Company disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Abbreviations

The abbreviations set forth below have the following meanings:

Oil, Natural Gas Liquids and Natural Gas

MMcf/d million cubic feet per day

MMBtu one million British thermal units

Other

Q2 second quarter

Q3 third quarter

Information Regarding the Company's Working Interest Disclosure

With regard to the Company's working interests held in both the Maria Conchita and Sinu-9 Blocks, in both the context of this news release and the Company's previous news releases, the term "working interest", ultimately refers to the rights and obligations agreed to, eventually, materialize a contractual interest in an exploration and production contract before the ANH, subject to the fulfillment of certain conditions. These conditions involve the assumption of financial risks and are generally linked to exploration by virtue of joint operating agreements. Once such conditions are fulfilled, the acquisition of a registered contractual interest, as party of record, in the exploration and production contract may materialize, by way of a request for approval of assignment before the ANH. For this reason, as is common practice within the oil and natural gas industry as a whole, the disclosed "working interest" may not coincide with the Company's current contractual interest in the exploration and production contract.

The assignment and allocation of "working interests" does not affect or undermine, in any way, the rights and obligations of registered parties under the relevant exploration and production contracts. Registered parties remain wholly and totally liable before the ANH, the Colombian authorities and third parties in connection with any and all obligations, risks and liabilities derived from the execution, performance or termination of the exploration and production contracts. Conversely, the rights and obligations that comprise "working interests" are only enforceable vis a vis between the executing parties under private agreements, and have no legal effects before the ANH, the Colombian authorities or third parties.

With respect to the Sinu-9 Block, the Company is a party of record and holds a 39% contractual interest in the exploration and production contract for the Sinu-9 Block granted by and entered into with ANH. With respect to the Maria Conchita Block, the Company holds 100% of the contractual interest as the sole party and operator of record under the relevant exploration and production contract entered into with the ANH, and holds an 80% working interest under private agreements with third parties.

SOURCE NG Energy International Corp.

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