

American Pacific Mails Meeting Materials for Annual General and Special Meeting in Connection with Previously Announced Plan of Arrangement with ICG Silver & Gold Ltd.

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Vancouver, January 26, 2026 - [American Pacific Mining Corp.](#) (CSE: USGD) (OTCQX: USGDF) (FSE: 1QC1) ("American Pacific" or the "Company") is pleased to announce that it has mailed its management information circular (the "Circular") and related proxy materials (the "Meeting Materials") to holders ("Shareholders") of common shares of American Pacific ("APM Shares") in connection with the annual general and special meeting of Shareholders to be held at 10:00 a.m. (Vancouver time) on February 25, 2026 (the "Meeting"). The Meeting Materials are being mailed to Shareholders of record as of January 2, 2026.

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, approve, among other things, the Company's previously announced court-approved plan of arrangement (the "Arrangement") under the terms and conditions of an arrangement agreement dated December 7, 2025, as amended on January 21, 2026 (the "Arrangement Agreement") entered into between the Company and ICG Silver & Gold Ltd. ("ICG" and together with the Company, the "Parties"). The Arrangement Agreement provides for the proposed acquisition by ICG of 100% of the Tuscarora and Danny Boy projects from the Company (the "Transaction"). Pursuant to the Arrangement Agreement, ICG will acquire all of the issued and outstanding shares of Clearview Gold Inc. and American Pacific Mining (US) Inc., each a wholly-owned subsidiary of American Pacific and the registered owner of the Danny Boy and Tuscarora projects, respectively, in exchange for the issuance to American Pacific of 11,500,000 fully paid and non-assessable common shares in the capital of ICG (the "ICG Shares").

Pursuant to the Arrangement, the Company will distribute 7,500,000 of the ICG Shares to Shareholders (the "ICG Distribution Shares") in accordance with an exchange ratio (the "Exchange Ratio") to be determined at the date of closing of the Transaction (the "Closing Date") based on the number of issued and outstanding APM Shares as of the Closing Date. The ICG Distribution Shares will be distributed to Shareholders of record as of the Closing Date and the Company will retain the remaining ICG Shares received pursuant to the Arrangement. For illustrative purposes only, based on the issued and outstanding APM Shares as of the date of this news release and assuming completion of and giving effect to the Company's fully subscribed non-brokered private placement announced on January 20, 2026, the Exchange Ratio would be approximately 0.0283 of an ICG Share for each APM Share held.

On January 23, 2026, the Company obtained an interim order of the Supreme Court of British Columbia (the "Court") providing for the calling and holding of the Meeting and other procedural matters related to the Arrangement.

The Circular contains, among other things, details concerning the Arrangement, the background to and reasons for the favourable recommendation of the Arrangement, the requirements for the Arrangement to become effective, the procedure for receiving consideration payable under the Arrangement, procedures for voting at the Meeting and other related matters, including standard annual general meeting matters. Shareholders are urged to carefully review the Circular and accompanying materials as they contain important information regarding the Arrangement and its consequences to Shareholders.

A copy of the Circular and related proxy materials is available under the Company's SEDAR+ profile at www.sedarplus.ca.

YOUR VOTE IS IMPORTANT. VOTE TODAY.

The Board of Directors of American Pacific recommends that Shareholders vote FOR the Arrangement.

How to Vote

A proxy form or voting instruction form will accompany the Meeting Materials you receive by mail. Instructions on how to vote, which vary depending on whether you are a beneficial Shareholder or a registered Shareholder of the Company are provided in the Circular and in the other Meeting Materials.

Registered Shareholders

You are a Registered Shareholder if your American Pacific Shares are held in your name or if you have a certificate or DRS statement for American Pacific Shares. If you are a registered holder of shares as of the record date (January 2, 2026), you can vote by attending the Meeting in-person or by submitting your form of proxy or VIFs (as defined herein) in accordance with the instructions set out therein:

- Mail or Delivery: Return the proxy to TSX Trust Company ("TSX Trust") at 733 Seymour Street, Suite 2310, Vancouver, BC V6B 0S6 by 10:00 a.m. (Vancouver time) on February 23, 2026, or at least 48 hours (excluding weekends and holidays) before the Meeting if adjourned or postponed.
- Internet: Vote online at www.voteproxyonline.com using the 12-digit control number located on your proxy.

Voting by proxy will not prevent you from voting in person should you attend the Meeting and revoke your proxy. However, submitting your proxy in advance ensures your vote is counted if you are unable to attend.

To appoint a proxyholder other than those named in the form of proxy, cross out the printed names and insert the name of your chosen proxyholder in the space provided. Your proxyholder need not be a shareholder.

You may provide voting instructions by marking the appropriate boxes on the form of proxy. If you do not indicate a preference, the named proxyholders will vote FOR the Arrangement unless instructed otherwise. Proxies also confer discretionary authority on other business that may properly come before the Meeting.

You may revoke a submitted proxy by:

- Submitting a later-dated proxy or notice of revocation to TSX Trust as noted above;
- Attending the Meeting and voting in person; or
- Any other manner provided by law.

Your proxy will only be revoked if a revocation is received by 5:00 p.m. (Vancouver time) on the last Business Day before the day of the Meeting.

Beneficial Shareholders

If you hold shares through a broker, bank, or other intermediary, you are considered a beneficial shareholder. Your shares are likely registered under the name of your intermediary or its nominee.

You will receive a Voting Instruction Form ("VIF") instead of a proxy. Follow the instructions provided by your intermediary or Broadridge Financial Solutions, Inc., ("Broadridge") which manages voting for many brokers in Canada and the U.S.

If you wish to appoint someone else (including yourself) to vote your shares at the Meeting, write that person's name in the space provided on the VIF and return the form to Broadridge in accordance with the provided instructions (by mail, phone, fax, or online). VIFs must be returned well in advance of the Meeting to ensure your shares are voted or represented by a proxyholder.

Shareholder Questions

Shareholders who would like additional copies, without charge, of the Circular or have additional questions about the Arrangement, including the procedures for voting or completing transmittal documents, should contact their broker or the Company's CFO, Alnesh Mohan, at alnesh.mohan@quantumllp.com.

About American Pacific Mining Corp.

American Pacific Mining Corp. is a precious and base metals explorer and developer focused on opportunities in the Western United States. The Company's flagship asset is the 100%-owned past-producing Madison Copper-Gold Project in Montana. For the Madison transaction, American Pacific was selected as a finalist in both 2021 and 2022 for 'Deal of the Year' at the S&P Global Platts Metals Awards, an annual program that recognizes exemplary accomplishments in 16 performance categories. Through a 2025 transaction with Vizsla Copper, American Pacific has established a major equity position and secured \$15M in aggregate milestone upside exposure to the advanced exploration stage Palmer Copper-Zinc VMS Project in Alaska. Also, in American Pacific's portfolio are several high-grade, precious metals projects located in key mining districts in Nevada, on which the Company intends to transact. The Company's mission is to provide shareholders discovery and exploration upside exposure across its portfolio through partnerships, spin-outs and direct exploration.

American Pacific is incorporated pursuant to the laws of British Columbia and its head office is located at Suite 910 - 510 Burrard Street Vancouver, BC, V6C 3A8.

On behalf of the American Pacific Mining Corp Board of Directors:

Warwick Smith, CEO & Director
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Full disclosure can be found in our NI 43-101 Technical Report for the Madison Project at www.americanpacificmining.com.

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release.

FORWARD-LOOKING STATEMENTS

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements regarding the Company's business; the expected timing or completion of the Meeting; the expected timing of the completion or benefits of the Transaction or the likelihood or ability of the parties to successfully complete the Transaction; and the expected Exchange Ratio.

Any statements or information that express or involve discussions with respect to predictions, expectations,

beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "believes", "plans", "estimates", "intends", "targets", "goals", "forecasts", "objectives", "potential" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be considered forward-looking information. The Company's forward-looking information is based on the assumptions, beliefs, expectations and opinions of management as of the date of this press release and include, but are not limited to, information with respect to the Transaction, the determination of the Exchange Ratio and receipt of all necessary approvals therefor. Other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking information if circumstances or management's assumptions, beliefs, expectations or opinions should change, or changes in any other events affecting such statements or information. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/281733>

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