

Golden Harp Resources Inc. Receives TSXV Final Acceptance and Closes Acquisition to Create District-Scale Copper Hill Land Package

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VANCOUVER, February 13, 2026 - [Golden Harp Resources Inc.](#) (TSX Venture:GHR.H) (the "Company" or "Golden Harp"), a Canadian mineral exploration company, is pleased to announce that it has received final acceptance from the TSX Venture Exchange ("TSXV") and has completed the closing of the previously announced amended and restated mining claims purchase agreement (the "Amended Acquisition Agreement"), dated effective November 10, 2025, with Timothy A. Young, the Company's control person.

The closing follows the overwhelming approval by disinterested shareholders at the Company's January 6, 2026 annual and special meeting, where 100% of the votes cast by minority shareholders approved the transaction.

Acquisition Overview

Under the Amended Acquisition Agreement, Golden Harp has acquired from Mr. Young:

- 100% of the Initial Mining Claims as previously announced on September 3, 2025;
- his 51% interest in the Block A Property as previously announced on November 10, 2025; and
- certain additional mining claims (the "Additional Claims") also located within the Copper Hill Property,

resulting in Golden Harp holding 100% of the Copper Hill Property, comprising approximately 11,500 hectares in a single contiguous district-scale land package.

This consolidation eliminates joint-venture constraints and gives Golden Harp full strategic control of the entire Copper Hill gold system.

Consideration Issued at Closing

As consideration for the acquisition, at closing, Golden Harp issued to Mr. Young:

- 8,218,460 common shares ("Common Shares") of the Company for the Initial Mining Claims; and
- 20,000,000 Common Shares for the acquisition of his 51% Block A interest and the Additional Claims,

for a total of 28,218,460 Common Shares, all subject to a statutory hold period of four months and one day from the date of issuance.

Royalty Agreement

In connection with the closing, Golden Harp and Mr. Young entered into the previously announced royalty agreement, pursuant to which Golden Harp has granted to Mr. Young a 1% net smelter return royalty on the Initial Mining Claims, the Block A Property and the Additional Claims, as well as on the Main Block Property, in each case subject to existing net smelter return royalties.

Pursuant to the royalty agreement, Mr. Young has the right, at his election, to receive the royalty, in whole or in part, in the form of physical gold rather than cash. The royalty is perpetual and will continue with and be binding on the applicable mining claims. The royalty agreement also includes a royalty "top-up" mechanism intended to compensate Mr. Young in circumstances where processing or settlement delays result in deferred royalty payments. Additionally, to secure the royalty, Mr. Young may, at his own expense, register a restriction on title under the Land Titles Act (Ontario).

Assumed Obligations

Pursuant to the Amended Acquisition Agreement, the Company has assumed certain obligations associated with the acquired mining claims, consisting primarily of standard claim maintenance, assessment work filings and compliance with existing royalty agreements. The Company has not assumed any minimum exploration spending commitments or other material financial obligations.

Early Warning

In connection with the transaction, Young acquired ownership and control over 28,218,460 Common Shares, representing approximately 80% of the issued and outstanding Common Shares.

Immediately prior to the acquisition of the shares, Young had beneficial ownership and control of an aggregate of 26,574,262 Common Shares, representing approximately 76% of the issued and outstanding Common Shares. Immediately after the closing of the transaction and acquisition of the Common Shares, Young had beneficial ownership and control of an aggregate of 54,792,722 Common Shares, representing approximately 87% of the issued and outstanding Common Shares.

Golden Harp has been advised that Young acquired the shares for investment purposes and may from time to time, increase or decrease his ownership position in the future in the market or privately as circumstances warrant. A copy of the early warning report filed by Young in connection with the acquisition of the Common Shares is available on the SEDAR+ website at www.sedarplus.ca or by contacting the Company's Chief Financial Officer, Kyle Takeuchi, at (778) 230-6166.

NEX Board

The Common Shares of the Company are listed on the NEX Board of the TSXV. At this time, the Company is not contemplating a reactivation of the Company from the NEX Board to Tier 1 or 2 of the TSXV.

Loan

Effective January 22, 2026, the Company borrowed C\$50,000 from Mr. Young and issued an unsecured promissory note evidencing the loan. The promissory note has a term of six months and is payable upon demand thereafter and bears interest at a rate of 9% per annum, calculated and compounded monthly.

The proceeds of the loan are being used for general working capital purposes, including corporate overhead, management fees, regulatory and compliance costs, professional fees and routine claim maintenance and assessment expenditures. The Company intends to service and repay the loan from future financing or available cash on hand. No bonus securities were issued or will be issued in connection with the loan.

The loan by Mr. Young to the Company constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a), as neither the fair market value of the loan nor the consideration paid by Mr. Young exceeds 25% of the Company's market capitalization.

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About the Company

The Company is a Canadian mineral exploration company. Its principal asset is the Copper Hill Property in Northern Ontario. The Company is a reporting issuer in British Columbia, Alberta and Ontario and its shares trade on the NEX Board of the TSXV under the symbol "GHR.H".

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.

Cautionary Note Regarding Forward-Looking Information

Except for the statements of historical fact contained herein, certain information presented herein constitutes "forward-looking information", particularly statements concerning the acquisition of mining claims and joint venture interests from Mr. Young and its importance and potential value to the Company. Such statements contained in this press release are solely opinions and forecasts which are uncertain and subject to risks. Forward-looking information includes, but is not limited to, 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 such forward-looking information. Such forward-looking information is not a guarantee of future performance and is subject to a number of known and unknown risks and uncertainties. Accordingly, readers are cautioned that the assumptions used in the preparation of the forward-looking information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking information. The forward-looking information contained in this press release is made as of the date of this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters disclosed in this press release.

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