

Bear Creek Mining Corp. Securityholders Overwhelmingly Approve Acquisition by Highlander Silver

19.02.2026 | [Newsfile](#)

[Bear Creek Mining Corp.](#) (TSXV: BCM) (OTCQX: BCEKF) (BVL: BCM) ("Bear Creek" or the "Company") is pleased to announce that, the holders ("Bear Creek Shareholders") of common shares of the Company ("Bear Creek Shares"), holders of options of the Company ("Bear Creek Optionholders"), holders of restricted share units of the Company ("Bear Creek RSU Holders") and holders of deferred share units of the Company ("Bear Creek DSU Holders" and together with the Bear Creek Shareholders, Bear Creek Optionholders and Bear Creek RSU Holders, the "Voting Securityholders") have voted in favour of both the previously announced acquisition of the Company by [Highlander Silver Corp.](#) ("Highlander Silver") pursuant to a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement") and the interest deferral agreements entered into between the Company and each of [Royal Gold, Inc.](#) and [Equinox Gold Corp.](#) (collectively, the "Interest Deferral Agreements") at the Company's special meeting of Voting Securityholders (the "Meeting") held earlier today.

The completion of the Arrangement required the approval of: (i) 66⅔% of the votes cast by Bear Creek Shareholders present in person or represented by proxy at the Meeting; (ii) 66⅔% of the votes cast by Voting Securityholders, voting together as a single class, present in person or represented by proxy at the Meeting; and (iii) a simple majority of votes cast by Bear Creek Shareholders present in person or represented by proxy at the Meeting after excluding votes cast by Bear Creek Shareholders who are required to be excluded to obtain "minority approval" in accordance with Section 8.1 of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In order to become effective, the resolutions approving the Interest Deferral Agreements required the approval of a simple majority of votes cast by Bear Creek Shareholders present in person or represented by proxy at the Meeting after excluding votes cast by Bear Creek Shareholders who are required to be excluded to obtain "minority approval" in accordance with Section 8.1 of MI 61-101.

The matter voted upon at the Meeting and the results of the voting were as follows:

Special Resolution: the full text of which is set forth in Appendix "A" to the management information circular of Bear Creek Mining Corp. dated February 19, 2026 (the "Circular"), approving, among other things, a plan of arrangement under Division 5 of Part 9 of the Business Corporations Act (British Columbia) between Bear Creek and Highlander Silver.

By Bear Creek Shareholders.

Outcome
of Vote

Approved

By Voting Securityholders, voting as a single class.

Approved

By Bear Creek Shareholders (excluding votes attached to the Bear Creek Shares required to be excluded for the purposes of "minority approval" under MI 61-101).

Approved

Special Resolution: approving the Interest Deferral Agreements.

Outcome
of Vote

By Bear Creek Shareholders (excluding votes attached to the Bear Creek Shares required to be excluded for the purposes of "minority approval" under MI 61-101).

Approved

Subject to receipt of required regulatory approvals, including the approval of the TSX Venture Exchange, the Toronto Stock Exchange and the Supreme Court of British Columbia (the "Court"), and satisfaction or waiver of the other conditions to closing contained in the arrangement agreement, as amended and restated on January 9, 2026 between Bear Creek and Highlander Silver (the "Arrangement Agreement"), the Arrangement is expected to close in late February.

Further information about the Arrangement is available in the Circular and related proxy materials, which are available on SEDAR+ at www.sedarplus.ca under the Company's issuer profile.

On behalf of the Board of Directors,

Eric Caba
President and Chief Executive Officer

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Forward-looking statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. In this news release, forward-looking statements relate to, among other things: the terms and conditions of the Arrangement; receipt of required regulatory approvals, including but not limited to the Court approval; satisfaction or waiver of closing conditions contained in the Arrangement Agreement; and the closing and expected timing of closing of the Arrangement. These forward-looking statements are no 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 these forward-looking statements, the Company has relied on certain assumptions that it believes are reasonable at this time, including, among other things: assumptions as to the ability of the Company and Highlander Silver to receive, in a timely manner and on satisfactory terms, the necessary regulatory approvals, including but not limited to the Court approval; assumptions about general business and economic conditions; the Company's ability to satisfy, in a timely manner, the conditions to the completion of the Arrangement; and no unplanned delays or interruptions. This timeline may change for a number of reasons, including an inability to secure necessary regulatory approvals, including but not limited to the Court approval, 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 not receive necessary regulatory approvals, including but not limited to the Court approval; the risk that the Arrangement may involve unexpected costs, liabilities or delays; the possibility that legal proceedings may be instituted against Highlander Silver, Bear Creek, 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; and 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 dedication of substantial resources of the Company to complete the Arrangement could have a material adverse impact on Bear Creek's share price, its current business relationships and on its current and future operations, financial condition, and prospects.

Neither the 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 news release.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/723180--Bear-Creek-Mining-Corp.-Securityholders-Overwhelmingly-Approve-Acquisition-by-Highlander-Silver.html>

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