

World Copper Announces Proposed Spin-Out Transaction

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[World Copper Ltd.](#) (TSXV: WCU) (OTCQB: WCUFF) (FSE: 7LY0) ("World Copper" or the "Company") announces that it has initiated plans to complete a spin-out transaction (the "Spin-Out"), whereby all of the Company's interests in its Chilean subsidiaries, along with certain assets and liabilities of the Company, will be transferred or assigned to a newly incorporated and wholly-owned subsidiary of the Company ("Spinco"), in consideration for common shares in the capital of Spinco (the "Spinco Shares") to be distributed to existing Company shareholders on a pro rata basis. Upon completion of the Spin-Out, it is anticipated that Spinco will be owned 100% by shareholders of World Copper. The Company is undertaking the Spin-Out to simplify its corporate structure and balance sheet, and following completion of the Spin-Out the Company (i) will hold the Brassie Creek property option and have a North American focus, and (ii) will have (A) assigned its interests in each of its subsidiaries to Spinco, (B) transferred all its liabilities to Spinco, and (C) transferred the Edge Copper shares held by it to Spinco, along with an amount of cash to be determined.

Mark Lotz, President and Chief Executive Officer of World Copper commented: "The Spin-Out will create the opportunity for World Copper investors to participate in a North American focused issuer engaged in the acquisition and exploration of precious and base metals properties, while at the same time continuing their exposure to World Copper's legacy interest in the Zonia copper project (through the Edge Copper shares that will be spun-out to Spinco). By creating two potential opportunities for shareholders of World Copper to realize upside, management believes that the proposed Spin-Out is accretive to shareholders and also provides them with optionality once the transaction is complete."

The Spin-Out is anticipated to occur by way of a court-approved plan of arrangement (the "Plan of Arrangement") under the Business Corporations Act (British Columbia). World Copper shareholders will vote on the Spin-Out at a meeting of shareholders (the "Meeting") to be held at a date to be determined. To be effective, it is expected that the Spin-Out will require approval by (i) at least 66 $\frac{23}{100}$ % of the votes cast by World Copper shareholders present in person or represented by proxy at the Meeting, which shareholders are entitled to one vote for each World Copper share held; and (ii) if required, a majority of the votes cast by shareholders other than those required to be excluded pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions. The Spin-Out will also be subject to other customary approvals, including approval by the Supreme Court of British Columbia for the Spin-Out.

Full details, including share exchange ratios and capitalization, will be provided in the Plan of Arrangement that will be described once finalized in a subsequent news release and in a management information circular to be distributed to shareholders. Completion of the Spin-Out is targeted for Q2 2026, subject to shareholder, court and TSX Venture Exchange ("TSXV") approval, including prior TSXV acceptance of the Brassie Creek property option. Following the completion of the Spin-Out, common shares of World Copper will continue to trade on the TSXV. Spinco will not initially be listed on any stock exchange after completion of the Spin-Out, but the Company expects that Spinco will apply for a stock exchange listing in due course. Shareholders are cautioned that the final details of the Spin-Out are still to be determined and there is no certainty that the Spin-Out will be completed on the terms currently proposed or at all.

ABOUT WORLD COPPER LTD.

World Copper Ltd., headquartered in Vancouver, BC, is a Canadian resource company focused on the exploration and development of the Brassie Creek project, a porphyry-skarn copper and gold property located in Southern BC, covering an area of approximately 1,861 hectares and located approximately 50 km west of Kamloops.

Detailed information is available at World Copper's website at <https://worldcopperltd.com>.

On Behalf of the Board of Directors of

WORLD COPPER LTD.

"Mark Lotz"

Mark Lotz
President & Chief Executive Officer

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Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information (collectively, "forward looking statements") within the meaning of applicable Canadian and U.S. securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the completion and timing of the Spin-Out, the capitalization structure and exchange ratio for shares of Spinco to be received by shareholders of World Copper, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: "believes", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "would", "will", "potential", "scheduled" or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, World Copper has applied several material assumptions, including without limitation, that it will obtain TSXV acceptance, if applicable, and the required corporate approvals for the Spin-Out, market fundamentals will result in sustained mineral demand and prices, the receipt of any necessary permits, licences and regulatory approvals in connection with the Property Option Agreement and the Option in a timely manner, the availability of financing on suitable terms for the continued operation of World Copper's business and its ability to comply with environmental, health and safety laws.

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 differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others, requirements for additional capital, actual results of exploration activities, including on the Company's projects, the estimation or realization of mineral reserves and mineral resources, future mineral prices, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, lack of investor interest in future financings, accidents, labour disputes and other risks of the mining industry, delays in obtaining governmental approvals (including TSXV acceptance for the Spin-Out), permits or financing or in the completion of other planned activities, risks relating to epidemics or pandemics, including impacts on the Company's business, financial condition and results of operations, changes in laws, regulations and policies affecting mining operations, title disputes, the timing and possible outcome of any pending litigation, environmental issues and liabilities, as well as the risk factors described in the Company's annual and quarterly management's discussion and analysis and in other filings made by the Company with Canadian securities regulatory authorities under the Company's profile at www.sedarplus.ca.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not undertake any obligation to update any of the forward-looking statements in this news release or incorporated by reference herein, except as otherwise required by law.

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