

# **Fokus Mining Corp. Announces Receipt Of Interim Order And Update Regarding Proposed Acquisition By Gold Candle Ltd.**

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(All amounts expressed in Canadian Dollars unless otherwise noted)

[Fokus Mining Corp.](#) ("Fokus" or the "Company") (TSXV: FKM) (OTCQB: FKMCF) announced today the filing of its management information circular (the "Circular") and related materials for the special meeting (the "Meeting") of the holders of common shares of Fokus (the "Shareholders") to approve the previously announced plan of arrangement under the Canada Business Corporations Act (the "Arrangement"), pursuant to which, among other things, Gold Candle Ltd. (the "Purchaser") will acquire all of the issued and outstanding common shares (the "Shares") in the capital of Fokus for cash consideration of \$0.26 per Share ("Consideration").

In addition, the Company announced today that on March 11, 2026, Fokus obtained an interim order from the Superior Court of Québec (Commercial Division) (the "Court") providing for the calling and holding of the Meeting and certain other matters related to the Meeting and the Arrangement.

The hearing in respect of the final order approving the Arrangement is expected to take place on April 17, 2026. Subject to obtaining the required approval of Shareholders at the Meeting and the final order and to the satisfaction or waiver of the other conditions to the Arrangement as set out in the arrangement agreement entered into between the Company and the Purchaser on February 11, 2026, (the "Arrangement Agreement") the Arrangement is expected to be completed in the second quarter of 2026.

#### DETAILS ABOUT SPECIAL MEETING OF SHAREHOLDERS

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass a special resolution (the "Arrangement Resolution") approving the Arrangement. The Meeting is scheduled to be held in person on Monday, April 13, 2026 at 10:00 a.m. (Eastern time) at 900 De Maisonneuve W. Blvd., Suite 1800, Montréal, Québec H3A 0A8. Shareholders of record as of March 11, 2026 (the "Record Date") are entitled to receive notice of and vote at the Meeting. Shareholders are urged to vote well in advance of the Meeting and, in any event, prior to the proxy voting deadline of 10:00 a.m. (Eastern time) on April 9, 2026 (or, if the Meeting is adjourned or postponed, no later than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, before any reconvened Meeting).

The Circular contains important information regarding the Arrangement, including the background to the Arrangement, the reasons for the recommendation of the board of directors of the Company (the "Board of Directors"), and instructions on how Shareholders may vote their Shares at the Meeting. The Company will mail its Circular and related proxy materials in connection with the Meeting to Shareholders of record as of the close of business on the Record Date. Shareholders are urged to read the Circular and accompanying proxy materials carefully and in their entirety.

#### UNANIMOUS RECOMMENDATIONS OF THE SPECIAL COMMITTEE AND BOARD OF DIRECTORS

The Arrangement Agreement received unanimous approval from the Board of Directors following the unanimous recommendation of a committee of independent directors (the "Special Committee"), after the Special Committee and the Board of Directors each determined that the Arrangement is fair, reasonable, and in the best interests of Fokus. Accordingly, the Board of Directors unanimously recommends that the Shareholders vote FOR the Arrangement Resolution.

In forming their respective recommendations, the Special Committee and the Board of Directors considered a number of factors, including without limitation, the factors listed below and the other factors set forth in the Circular.

- **Significant Premium to Market Price:** The Consideration of \$0.26 per Share represents a significant and attractive premium of approximately 33.3% to the closing price of the Shares on the TSX Venture Exchange ("TSX-V") on February 11, 2026, and a premium of approximately 36.8% to the 10-day volume-weighted average price of the Shares on the TSX-V for the period ending on February 11, 2026, the last trading day prior to the execution of the Arrangement Agreement.

- **Certainty of Value and Immediate Liquidity:** The Consideration payable to Shareholders (other than all of the directors and officers of the Company who are Shareholders and certain other Shareholders who entered into share exchange agreements with the Purchaser (the "Rollover Shareholders")) is all cash, which will provide such Shareholders with certainty of value and liquidity, allowing such Shareholders to realize significant value for their full interest in the Company without assuming long-term business and execution risk (and without incurring brokerage and other costs typically associated with market sales).
- **Fairness Opinion:** Clarus Securities Inc. ("Clarus"), an independent financial advisor to the Special Committee, provided a fairness opinion to the Special Committee to the effect that, based upon and subject to the assumptions made, procedures followed, matters considered, and explanations of and qualifications and limitations on the review undertaken by Clarus in preparing its opinion, as of February 11, 2026, the Consideration to be received by the Shareholders (other than the Rollover Shareholders) pursuant to the Arrangement is fair, from a financial point of view, to the Shareholders (other than the Rollover Shareholders).

## About Fokus Mining Corporation

Fokus is a mineral resource company focused on the acquisition and exploration of precious metal deposits in Québec's Abitibi region. Fokus' flagship Galloway Project is located approximately 20 km west of Rouyn-Noranda, immediately north of the Cadillac-Larder Lake Fault.

## Caution Regarding Forward-Looking Statements

Certain statements in this press release may constitute forward-looking information within the meaning of securities laws, including statements relating to the anticipated benefits of the Arrangement for Fokus and its stakeholders, regulatory, shareholder and Court approvals and the anticipated timing of completion of the Arrangement. Forward looking information may relate to Fokus' future outlook and anticipated events, business, operations, financial performance, financial condition or results, and include the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, shareholder and Court approvals, the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Arrangement and the completion of the Arrangement on expected terms, the impact of the Arrangement and the dedication of substantial resources from Fokus to pursuing the Arrangement on Fokus' ability to maintain its current business relationships and its current and future operations, and, in some cases, can be identified by terminology such as "may"; "will"; "should"; "expect"; "plan"; "anticipate"; "believe"; "intend"; "estimate"; "predict"; "potential"; "continue"; "foresee"; "ensure" or other similar expressions concerning matters that are not historical facts. These statements are based on certain factors and assumptions including expected growth, results of operations, performance and business prospects and opportunities, which Fokus believes are reasonable as of the current date. While management considers these assumptions to be reasonable based on information currently available to Fokus, they may prove to be incorrect. It is impossible for Fokus to predict with certainty the impact that the current economic uncertainties may have on future results. Forward-looking information is also subject to certain factors, including risks and uncertainties (including those described in the "Risk Factors" section of the Circular) that could cause actual results to differ materially from what Fokus currently expects. Namely, these factors include risks that the Arrangement will not be completed on the terms and conditions, or on the timing, currently contemplated, and that it may not be completed at all, due to a failure to obtain or satisfy, in a timely manner or otherwise, required regulatory, shareholder and Court approvals and other conditions to the closing of the Arrangement or for other reasons, the failure to complete the Arrangement which could negatively impact the price of the shares or otherwise affect the business of Fokus, the dedication of significant resources to pursuing the Arrangement and the restrictions imposed on Fokus while the Arrangement is pending, the uncertainty surrounding the Arrangement that could adversely affect Fokus' retention of customers and business partners, or the occurrence of a material adverse effect leading to the termination of the arrangement agreement. Therefore, future events and results may vary significantly from what management currently foresees. The reader should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While management may elect to, the Company is under no obligation and does not undertake to update or alter this information at any particular time, except as may be required by law.

Neither 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 release.

## Contact

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