

G2 Goldfields Announces Filing and Mailing of Meeting Materials in Connection With the Acquisition by G Mining Ventures and Spin-Out With G3 Goldfields

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TORONTO, May 25, 2026 - [G2 Goldfields Inc.](#) ("G2" or the "Company") (TSX:GTWO; OTCQX:GUYGF) is pleased to announce that it has filed the management information circular (the "Circular") and related meeting materials (collectively, the "Meeting Materials") for the special meeting of the holders of common shares of G2 (the "G2 Shareholders") to be held on June 16, 2026 (the "Meeting"). The mailing of the Meeting Materials to G2 Shareholders has commenced, and the Meeting Materials are also available on the Company's website at www.g2goldfields.com and under the Company's profile on SEDAR+ at www.sedarplus.ca.

The Arrangement

On April 9, 2026, G2 entered into a definitive agreement with [G Mining Ventures Corp.](#) ("GMIN") and [G3 Goldfields Inc.](#) ("G3") pursuant to which GMIN will acquire all of the common shares of G2 (the "G2 Shares") and G2 will complete a spin-out transaction with G3 (the "Spin-Out") pursuant to a plan of arrangement under the *Canada Business Corporations Act* (the "Arrangement"). At the Meeting, the G2 Shareholders will be asked to consider and, if deemed advisable, pass a special resolution (the "Arrangement Resolution") approving the Arrangement and resolutions approving matters relating to the Spin-Out.

If the Arrangement becomes effective, G2 Shareholders will be entitled to receive (i) 0.212 (the "Exchange Ratio") of a common share of GMIN (each whole share, a "GMIN Share") and (ii) 0.5 of a common share of G3 (each whole share, a "G3 Share"), resulting in approximately 19.9% of the issued and outstanding GMIN Shares and 100% of the issued and outstanding G3 Shares being owned by G2 securityholders upon completion of the Arrangement.

Subject to the receipt of shareholder and court approvals, the Arrangement is anticipated to be completed in early July 2026.

Benefits to G2 Shareholders

- Immediate and significant premium of 72% based on the 30-day volume-weighted average prices of the GMIN Shares and G2 Shares on the Toronto Stock Exchange as of April 8, 2026 (prior to any incremental value from G3).
- Creation of a Tier-1 Gold District in Guyana through the combination of G2's Oko-Ghanie Project with GMIN's adjacent Oko West Project, with self-funded, meaningful long-term exploration upside.
- Enhanced value through more than \$1 billion¹ in expected synergies related to throughput, operating costs, capital costs due to shared infrastructure, mine sequencing, and permitting.
- Accelerated and simplified permitting timeline expected for the Oko-Ghanie Project by combining with the fully permitted Oko West Project.
- Meaningful participation in an emerging intermediate gold producer with a diverse asset portfolio and strong track record of value creation, including continued exposure to the high-grade Oko-Ghanie Project's future operational profile and exploration upside.
- Enhanced financial strength and access to capital through GMIN's strong balance sheet, access to an undrawn US\$350 million revolving credit facility and significant operating cash flow from the Tocantinzinho mine, which are expected to self-fund development of the combined Oko project.
- Continued exposure to exploration upside through G3, which will be funded with C\$45 million in cash and a contingent value right which could potentially deliver payments of up to US\$200M, providing continued exposure to G2 management's substantial exploration pedigree and the potential for future discoveries in Guyana.

- Access to GMIN's proven management team with a strong execution track record.
- Improved trading liquidity and enhanced capital markets profile.

Board Recommendation

The Arrangement is the culmination of a comprehensive strategic process overseen by the board of directors of the Company (the "Board") initially and subsequently by the special committee of independent directors (the "Special Committee"), as further described in the Circular.

The Board, based in part on the fairness opinion that the Board received from Canaccord Genuity Corp. and the recommendation of the Special Committee which is based in part on the fairness opinion that the Special Committee received from ATB Cormark Capital Markets, unanimously determined that the Arrangement is fair to the G2 Shareholders and is in the best interests of G2, and unanimously recommends that the G2 Shareholders vote FOR the Arrangement Resolution. The Board also unanimously recommends that the G2 Shareholders vote FOR all resolutions pertaining to the Spin-Out. The determination of the Special Committee and the Board is based on various factors described more fully in the Circular.

Technical Report

Concurrently with the filing of the Meeting Materials, the Company also announces that it has filed an independent technical report (the "Technical Report") in respect of the Puruni Project which will be transferred to G3 pursuant to the Spin-Out. The Technical Report, titled "NI 43-101 Technical Report for the Puruni Project, Cuyuni-Mazaruni Region, Guyana, South America", has been prepared in accordance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* and is available on the Company's website at www.g2goldfields.com and under the Company's profile on SEDAR+ at www.sedarplus.ca.

YOUR VOTE IS IMPORTANT. CAST YOUR VOTE WELL IN ADVANCE OF THE PROXY VOTING DEADLINE.

G2 Shareholders are encouraged to read the Circular and vote your G2 Shares as soon as possible, in accordance with the instructions accompanying the form of proxy or voting instruction form mailed to G2 Shareholders together with the Circular.

The proxy voting deadline is 10:00 a.m. (Toronto time) on Friday, June 12, 2026.

Questions & Voting Assistance

G2 Shareholders who have any questions about the Meeting or require assistance with voting may contact Carson Proxy Advisors, G2's proxy solicitation agent:

Carson Proxy Advisors Ltd.
Toll Free: 1-800-530-5189 (toll-free in North America)
International: +1-416-751-2066 (collect outside North America)
By Email: info@carsonproxy.com

About G2 Goldfields Inc.

G2 Goldfields finds and develops gold deposits in Guyana. The founders and principals of the Company have been directly responsible for the discovery of more than 11 million ounces of gold in the prolific and underexplored Guiana Shield. G2 continues this legacy of exploration excellence and success. Total combined open pit and underground resources across all 5 discoveries to date include:

- 1,910,300 oz. Au - Inferred contained within 17,970,000 tonnes @ 3.31 g/t Au
- 1,620,600 oz. Au - Indicated contained within 15,571,000 tonnes @ 3.24 g/t Au

The mineral resource was prepared by Micon International Limited with an effective date of November 20, 2025. The Oko district has been a prolific alluvial goldfield since its initial discovery in the 1870s, and modern exploration techniques continue to reveal the considerable potential of the district.

All scientific and technical information in this news release has been reviewed and approved by Dan Noone (CEO of G2 Goldfields Inc.), a "qualified person" within the meaning of National Instrument 43-101. Mr. Noone (B.Sc. Geology, MBA) is a Fellow of the Australian Institute of Geoscientists.

Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.g2goldfields.com).

On behalf of the Board of G2 Goldfields Inc.

"Daniel Noone"
CEO & Director

For Further Information

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Forward-Looking Statements

All statements, other than statements of historical fact, contained in this press release constitute "forward-looking information" and "forward-looking statements" within the meaning of certain securities laws and are based on expectations and projections as of the date of this press release. Forward-looking information and forward-looking statements may relate to G2, G3 and GMIN and their future outlook and that of their affiliates when applicable; and to anticipated events or results, notably the completion of the Arrangement, as contemplated; and may include statements regarding the financial position, budgets, operations, financial results, plans and objectives of G2, G3, GMIN or of their affiliates when applicable. Statements regarding future results, performance, achievements, prospects or opportunities of G2, G3, GMIN or of their affiliates, when applicable, and similar statements concerning anticipated future events, results, circumstances, performance or expectations, notably the Arrangement completion, as contemplated, are also forward-looking statements. Forward-looking statements contained in this press release include, without limitation, those related to: the timing of the Meeting; the anticipated benefits of the Arrangement for G2 Shareholders; the anticipated timing of completion of the Arrangement; and the completion of the Arrangement and the Spin-Out on the proposed terms.

Forward-looking statements are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by G2, as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, the receipt of required shareholder and regulatory approvals in connection with the Arrangement in a timely manner. Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements and those made in GMIN's and G2's other filings with the securities regulators of Canada including, but not limited to, the Circular, the Company's annual information form for the year

ended May 31, 2025, the Company's management's discussion and analysis for the financial year ended May 31, 2025 and for the three and nine months ended February 28, 2026. G2 cautions that the foregoing list of factors that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. G2 disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

¹ Cumulative life of mine synergies on an undiscounted and pre-tax basis (converted at a foreign exchange rate of 1.39 per the Bank of Canada).

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