

Colombian Superintendent of Finance Issues Notice of a Competing Public Tender Offer for Mineros Shares, Halts Trading on Colombia Stock Exchange

24.02.2025 | [Business Wire](#)

[Mineros S.A.](#) (TSX:MSA, MINEROS:CB) ("Mineros" or the "Company") announces that the Colombian Superintendent of Finance ("SFC") has issued a public notice (the "SFC Notice") announcing the submission to the SFC of an application to make a competing public tender offer in Colombia to acquire between 0.00000028% and 9% of the issued and subscribed ordinary shares of Mineros ("Mineros Shares") through the facilities of the Colombia Stock Exchange ("BVC") at an offering price of Colombian peso \$4,835 per share, equivalent to approximately CAD\$1.69, payable in cash in Colombian pesos or U.S. dollars (the "Competing Offer").

In accordance with Colombian laws, trading in Mineros Shares on the BVC was halted upon the issuance of the SFC Notice, and will remain suspended until the day following the first publication of the offer notice. The Company does not expect trading in Mineros Shares on the TSX to be halted.

In accordance with Colombian laws regulating public tender offers, the SFC Notice was issued following the receipt by the SFC of notice of the offeror's intention to make the Competing Offer, together with supporting documentation for review. The Offer cannot be made or accepted by shareholders until it is approved by the SFC and additional prescribed requirements are satisfied. Receipt of SFC approval will be contingent on the offeror satisfying the SFC that the Competing Offer complies with applicable regulations, and complying with certain formalities, including providing a performance guarantee covering a certain percentage of the aggregate purchase price for the Mineros Shares that are the subject of the Offer. The BVC announced that Negocios y Representaciones S.A.S. has submitted such a draft performance guarantee in connection with the Competing Offer.

The Competing Offer must go through the same authorization procedure established for public tender offers and is governed by the same conditions, in addition to those specified in Article 6.15.2.1.14 of Decree 2555 of 2010. Colombian laws require the offeror to publish notice of the Competing Offer no later than two business days before the deadline for acceptances of the preceding tender offer commenced by Sun Valley Investments A.G. Once the first notice of the Competing Offer has been published, any acceptances of the preceding offer will automatically be considered as acceptances of the Competing Offer.

ABOUT MINEROS S.A.

Mineros is a gold mining company headquartered in Medellin, Colombia. The Company has a diversified asset base, with relatively low-cost mines in Colombia and Nicaragua and a pipeline of development and exploration projects throughout the region.

The board of directors and management of Mineros have extensive experience in mining, corporate development, finance and sustainability. Mineros has a long track record of maximizing shareholder value and delivering solid annual dividends. For almost 50 years Mineros has operated with a focus on safety and sustainability at all its operations.

Mineros' common shares are listed on the Toronto Stock Exchange under the symbol "MSA", and on the Colombia Stock Exchange under the symbol "MINEROS".

FORWARD-LOOKING STATEMENTS

This news release contains "forward looking information" within the meaning of applicable Canadian securities laws. Forward looking information includes statements that use forward looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Such forward looking information includes, without limitation, statements with respect to the Offer, including its terms, timing, potential regulatory approval, and participants; halting and resumption of trading of Mineros Shares on the TSX and BVC; the Company's planned exploration, development and production activities; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

Forward looking information is based upon estimates and assumptions of management considering management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this news release. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

For further information of these and other risk factors, please see the "Risk Factors" section of the Company's annual information form dated March 25, 2024, available on SEDAR+ at www.sedarplus.com.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward looking information contained herein. There can be no assurance that forward looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward looking information.

Forward looking information contained herein is made as of the date of this news release and the Company disclaims any obligation to update or revise any forward looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

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Die URL für diesen Artikel lautet:

<https://www.goldseiten.de/artikel/648664-Colombian-Superintendent-of-Finance-Issues-Notice-of-a-Competing-Public-Tender-Offer-for-Mineros-Shares-Halts>

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