

Viridian Metals Inc. Announces Annual General and Special Meeting

09.07.2025 | [CNW](#)

[Viridian Metals Inc.](#) (CSE: VRDN) ("Viridian" or the "Company") is pleased to announce that it intends to hold an in person only Annual General and Special Meeting of its shareholders (the "Meeting") at the Company's counsel's offices at 2000 - 1111 West Georgia St., Vancouver, BC, V6E 4G2 at 11:00 a.m. (Vancouver time) on July 30, 2025.

The Notice of Meeting, Management Information Circular, Financial Statements Request Form, Form of Proxy and Voting Instruction Form (the "Materials") in respect of the Meeting will be mailed to shareholders and posted on the Company's profile on SEDAR+ at www.sedarplus.ca not later than July 9, 2025. The Materials can also be found on the Company's website at www.viridianmetals.com, under the investors tab.

Shareholders of record as of June 23, 2025, are entitled to vote their shares of the Company at the Meeting. The Company encourages its shareholders to vote in advance of the Meeting using the instructions on the Voting Instruction Form or the Form of Proxy that were mailed to them with the Materials. Shareholders are reminded that proxies must be received by 11 a.m. (Vancouver Time) on July 28, 2025.

Amendment of Escrow Agreement

In addition to matters commonly dealt with at an annual general meeting, the Company is also seeking the approval of its shareholders for the amendment of its existing Surplus Security Escrow Agreement ("Surplus Escrow Agreement") dated November 6, 2024 that was entered into in connection with the completion of the Company's qualifying transaction with Coco Pool Corp. closed on November 6, 2024 (the "Qualifying Transaction") and was continued following the Company's listing on the Canadian Securities Exchange (the "CSE").

On June 2, 2025 a new policy 5.4 of the TSXV (the "New Policy") came into force which, amongst other things, ended the requirement for principals to place their securities in a Surplus Security Escrow Agreements and harmonized the terms of the Surplus Security Escrow Agreement with what was formerly known as a Value Security Escrow Agreement so that all securities required to be escrowed in respect of a transaction such as the Qualifying Transaction would now be subject to a single form of Escrow Agreement (the "New Form Escrow Agreement").

The TSXV provided in the New Policy, that issuers that had securities that were subject to a Surplus Security Escrow Agreement in respect of transactions completed less than 36 months prior, may apply to the TSXV to amend existing Surplus Security Escrow Agreements to have terms equivalent to the New Form Escrow Agreement. In order to have the transfer approved the Company must receive disinterested shareholder approval of such amendment and make an application to the TSXV for the amendment to occur.

The Company has applied to the CSE to amend and restate the terms of the Surplus Escrow Agreement such that following the amendment there will be a new escrow agreement (the "New Escrow Agreement") that has terms commensurate with the New Form Escrow Agreement (the "Amendment"). The CSE has confirmed it has no objection to the Amendment subject to the approval of the Shareholders of the Company.

Material Changes to the Escrow Agreement.

The Surplus Escrow Agreement has a three-year escrow period and the were released or scheduled to be released from escrow as follows:

Percentage of Escrowed Shares Released Release Date
from Escrow

5 %	November 6, 2024
5 %	May 6, 2025
10 %	November 6, 2025
10 %	May 6, 2026
15 %	November 6, 2026
15 %	May 6, 2027
40 %	November 6, 2027

The proposed New Escrow Agreement has a three-year escrow period and the were released or scheduled to be released from escrow as follows:

Percentage of Escrowed Shares Released Release Date
from Escrow

10 %	As of November 6, 2024
15 %	As of May 6, 2025
15 %	November 6, 2025
15 %	May 6, 2026
15 %	November 6, 2026
15 %	May 6, 2027
15 %	November 6, 2027

In addition the New Escrow Agreement will not include the requirement included in the Surplus Escrow Agreement that all securities subject to it are cancelled if the asset, property, business or interest that formed the basis of the Qualifying Transaction is lost, or abandoned, or the operations or development of such asset, property or business is discontinued.

If the Amendment is approved it will result in the immediate release from escrow of 4,793,328 common shares and 145,800 common share purchase warrants to the certain insiders of the Company, being the balance to be released as of May 6, 2025. The remainder of the securities held in escrow will be released pursuant to the amended schedule described above.

The current terms of the Surplus Escrow Agreement are more particularly described in the Company's Filing Statement dated October 28, 2024 The proposed amended New Escrow Agreement is attached as Schedule "A" to the Company's Information Circular dated June 27, 2025 along with a more detailed description of the effect of the Amendment. Each of the Filing Statement and Information Circular are filed on the Company's profile on SEDAR+ at www.sedarplus.ca.

About Viridian Metals

Viridian Metals is a leader in generative metal exploration with a focus on environmental responsibility and ethical practices. Founded to discover new critical metals deposits capable of transforming supply chains, we leverage innovative technologies and methods to enhance efficiency and sustainability in jurisdictions leading the energy transition. Viridian maintains expertise in a range of critical metals with a primary focus on copper, nickel and cobalt. Viridian's commitment to environmental responsibility and ethical practices ensure

that its projects contribute meaningfully to the green transition, creating sustainable value for all stakeholders.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward Looking Information

This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance.

Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results "may", "could", "would", "might" or "will" (or other variations of the foregoing) be taken, occur, be achieved, or come to pass. Forward-looking information includes, but is not limited to, information regarding the plans and expectations of the Company and expectations in respect of other economic, business, and/or competitive factors.

Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this news release, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to the Company, including information obtained from third-party industry analysts and other third-party sources, and are based on management's current expectations or beliefs. Any and all forward-looking information contained in this news release is expressly qualified by this cautionary statement.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Forward-looking information reflects the Company's current beliefs and is based on information currently available to it and on assumptions it believes to be not unreasonable in light of all of the circumstances. In some instances, material factors or assumptions are discussed in this news release in connection with statements containing forward-looking information. Such material factors and assumptions include, but are not limited to the factors set forth in the Company's Filing Statement dated October 28, 2024 under the caption "Risk Factors". Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Forward-looking information contained herein is made as of the date of this news release and, other than as required by law, the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. 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 statements. Accordingly, readers should not place undue reliance on forward-looking information. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

SOURCE Viridian Metals

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