

ISS and Glass Lewis recommend Mason Resources Shareholders vote FOR the Plan of Arrangement with Hudbay Minerals

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VANCOUVER, Dec. 4, 2018 - [Mason Resources Corp.](#) (TSX: MNR; OTCQB: MSSNF – "Mason" or the "Company") announces that Institutional Shareholder Services Inc. ("ISS") and Glass Lewis & Co., LLC ("Glass Lewis"), have both recommended that Mason shareholders vote FOR the previously announced plan of arrangement with [HudBay Minerals Inc.](#) ("Hudbay") under Part 9, Division 5 of the Business Corporations Act (British Columbia) (the "Arrangement"). Pursuant to the Arrangement, Hudbay will acquire all the outstanding shares of the Company not already owned by Hudbay and its affiliates for C\$0.40 per share (the "Consideration").

Favourable ISS and Glass Lewis Recommendations

Both ISS and Glass Lewis, the two leading independent proxy advisory firms whose recommendations are relied upon by major institutional investment firms and other institutional shareholders, refer to the strong strategic rationale for the Arrangement, the significant premium, certainty of value from the cash Consideration, and favourable market reaction as factors supporting their FOR recommendations.

Special Meeting of Mason Shareholders

A special meeting of Mason shareholders (the "Meeting") will be held to consider the Arrangement at 10:30 a.m. (Vancouver time) on December 17, 2018 at the offices of Borden Ladner Gervais LLP located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia. The record date for determining the Company shareholders entitled to receive notice of and vote at the Meeting has been fixed as the close of business on November 16, 2018 (the "Record Date").

Board Recommendation

After a thorough and careful review and consideration of the best interests of the Company, the terms of the Arrangement and its impact on Company shareholders, excluding Hudbay, its affiliates and any other persons required to be excluded in accordance with Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (the "Public Shareholders") and the Company's other stakeholders, a special committee (the "Special Committee") comprised solely of independent directors of the Company, unanimously concluded that the Consideration to be received by the Public Shareholders pursuant to the Arrangement is fair to such Public Shareholders and that the Arrangement is in the best interest of the Company.

ON THE UNANIMOUS RECOMMENDATION OF THE SPECIAL COMMITTEE, THE COMPANY BOARD UNANIMOUSLY RECOMMENDS THAT PUBLIC SHAREHOLDERS VOTE FOR THE ARRANGEMENT RESOLUTION.

Required Approvals

To be effective, the Arrangement must be approved by a special resolution passed by (i) at least two-thirds of the votes cast by Company shareholders who are present in person or represented by proxy at the Meeting; and (ii) a majority of the votes cast by Public Shareholders who are present in person or represented by proxy at the Meeting. In addition, the Supreme Court of British Columbia (the "Court") must approve the Arrangement as a condition to its effectiveness. Among other things, the Court's final order will include a finding on the fairness of the terms and conditions of the Arrangement to Public Shareholders participating in the Arrangement.

Shareholder Support Agreements

In connection with the Arrangement, all of the directors and senior officers of Mason as well as Mantos

Copper (Bermuda) Limited (the "Supporting Shareholders") entered into customary support agreements with Hudbay pursuant to which they have agreed to vote their shares, representing 19.8% of the issued and outstanding shares, in favour of the Arrangement. Together with Hudbay, the Supporting Shareholders hold 33.7% of the issued and outstanding shares.

Your vote is important. The Notice of Special Meeting, Management Information Circular and other Meeting materials (the "Meeting Materials") are available on SEDAR at www.sedar.com and on the Company's website at www.MasonResources.com.

The Meeting Materials provide a description of the Arrangement and include certain additional information to assist Public Shareholders in considering how to vote on the Arrangement. You are urged to read this information carefully and, if you require assistance, to consult your tax, financial, legal or other professional advisors.

Included in the Meeting Materials are several documents requiring your attention.

If you are a registered shareholder and are unable to attend the Meeting in person, please date and execute the form of proxy included in the Meeting Materials and deposit it with Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1 before 10:30 a.m. (Vancouver time) on Thursday, December 13, 2018, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.

If you are a non-registered shareholder and receive the Meeting Materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

If you have any questions about the procedures to be followed to vote at the Meeting or about obtaining and depositing the required form of proxy or voting instruction form, you should contact Laurel Hill Advisory Group by telephone (toll-free for callers in North America) at 1-877-452-7184 or 1-416-304-0211 (for collect calls outside North America) or by e-mail at assistance@laurelhill.com.

The Arrangement is expected to close in December 2018, subject to obtaining all required approvals and consents, as well as satisfying all required conditions.

About Mason Resources Corp.

Mason's key asset is its 100% owned Ann Mason project – an extensive, prospective land package located in the Yerington District of Nevada. The Ann Mason project hosts two copper-molybdenum porphyry deposits, Ann Mason and Blue Hill, as well as numerous earlier-stage or untested priority targets. The Ann Mason deposit is currently at a PEA level and is among the largest undeveloped copper porphyry resources in Canada/U.S.A. The excellent infrastructure, year-round access, strong community support and clear permitting process are all factors that contribute to making Yerington, Nevada one of the best mining jurisdictions in the world. Mason also holds a 100% interest in the Lordsburg property, an exciting earlier-stage copper-gold porphyry project, located within an historic mining district in New Mexico.

Forward-Looking Information

This news release contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements include, but are not limited to, statements with respect to corporate strategies and plans of Mason; the timing of the Arrangement and the receipt of necessary approvals and conditions for completion.

While the Company has based these forward-looking statements on its expectations about future events as at the date that such statements were prepared, the statements are not a guarantee of the Company's future performance and are based on numerous assumptions regarding present and future business strategies, local and global economic conditions and the environment in which Mason will operate in the future, including the price of copper, gold, silver and molybdenum. Uncertainties and factors which could cause actual results to differ materially from future results expressed or implied by forward-looking statements and information include, amongst others, the risk that the Arrangement does not close on a timely basis or at all or that some or all of the anticipated benefits thereof are not achieved; unanticipated costs, expenses or liabilities; discrepancies between actual and anticipated production, mineral resources and metallurgical recoveries; the size, grade and continuity of deposits not being interpreted correctly from exploration results;

the results of preliminary test work not being indicative of the results of future test work; fluctuations in commodity prices and demand; changing foreign exchange rates; actions by government authorities; the availability of funding on reasonable terms; the impact of changes in interpretation to or changes in enforcement of, laws, regulations and government practices, including laws, regulations and government practices with respect to mining, foreign investment, royalties and taxation; the terms and timing of obtaining necessary environmental and other government approvals, consents and permits; the availability and cost of necessary items such as power, water, skilled labour, transportation and appropriate smelting and refining arrangements; and misjudgements in the course of preparing forward-looking statements. In addition, there are also known and unknown risk factors which may cause the actual results, performances or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements and information. Such factors include, among others, risks related to international operations, including legal and political risk; risks associated with changes in the attitudes of governments to foreign investment; changes in project parameters as plans continue to be refined; inability to upgrade Inferred mineral resources to Indicated or Measured mineral resources; inability to convert mineral resources to mineral reserves; conclusions of economic evaluations; future prices of copper, gold, silver and molybdenum; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining government approvals, permits or licences or financing or in the completion of development or construction activities; environmental risks; title disputes; limitations on insurance coverage; as well as those factors discussed in the Company's most recently filed MD&A and in the Company's Annual Information Form for the financial year ended December 31, 2017, dated March 16, 2018 filed with the Canadian Securities Administrators and available at www.sedar.com. There can be no assurance that forward-looking statements 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 statements. The Company is under no obligation to update or alter any forward-looking statements except as required under applicable securities laws.

SOURCE Mason Resources

Contact

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