

# Soltoro Securityholders Approve Acquisition of Soltoro by Agnico Eagle

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TORONTO, Jun 4, 2015 - [Soltoro Ltd.](#) (TSX VENTURE:SOL) ("Soltoro" or the "Company") is pleased to announce that the plan of arrangement (the "Arrangement") of Soltoro involving [Agnico Eagle Mines Ltd.](#) (NYSE:AEM) (TSX:AEM) ("Agnico Eagle") has been overwhelmingly approved by Soltoro securityholders at a special meeting (the "Meeting") held earlier today.

Andrew Thomson, President and Chief Executive Officer, commented: "We would like to thank our shareholders for their support on this transaction and for their continued backing over the last decade. Our shareholders have realized significant value for the El Rayo project and other properties in Jalisco and, following completion of the Arrangement, through their ownership in Agnico Eagle, will have continued exposure to their ongoing development. We also look forward to continuing our efforts to deliver value for our shareholders in [Palamina Corp.](#)"

At the Meeting, approximately 99.95% of the votes cast by Soltoro securityholders, voting as a single class, and 99.93% of the votes cast by disinterested Soltoro shareholders (excluding the votes cast by those persons whose votes were excluded pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* for the purposes of obtaining minority approval) were voted in favour of the Arrangement.

## The Arrangement

Under the Arrangement, Agnico Eagle will acquire all of the common shares of Soltoro that are issued and outstanding at the effective time of the Arrangement and Soltoro shareholders will be entitled to receive, in respect of each Soltoro common share held at the effective time of the Arrangement, 0.00793 of an Agnico Eagle common share, C\$0.01 in cash, and one common share of a newly formed Ontario company named [Palamina Corp.](#) ("Palamina") valued at C\$0.02 per share to be spun off to Soltoro shareholders under the proposed Arrangement. Soltoro is seeking a final order of the Ontario Superior Court of Justice (Commercial List) (the "Court") to approve the Arrangement at a hearing scheduled to be held on June 8, 2015. In addition to the approval of the Court, the Arrangement is subject to the satisfaction of standard closing conditions customary in a transaction of this nature. It is currently expected that, subject to receipt of all approvals, the transaction will close on or around June 9, 2015.

Full details of the Arrangement and certain other matters are set out in the management information circular of Soltoro dated May 5, 2015 (the "Information Circular"). A copy of the Information Circular and other meeting materials can be found on Soltoro's website at [www.soltoro.com](http://www.soltoro.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

## About Soltoro

[Soltoro](#) is engaged in exploration for gold and silver deposits in Mexico. Soltoro holds in excess of 30,000 hectares of ground in Jalisco State and has been focused on expanding silver resources at the El Rayo silver-gold project. Under the Arrangement, three of Soltoro's exploration properties in Mexico outside of Jalisco State will be transferred to Palamina and, upon completion of the Arrangement, shareholders of Soltoro will own common shares of Agnico Eagle and will have continued participation in Palamina through their ownership of Palamina shares. Palamina will initially be capitalized with approximately C\$2.0 million in cash contributed by Agnico Eagle. Soltoro has 94,335,037 common shares issued and outstanding which trade on the TSX Venture Exchange under the symbol "SOL".

## Forward-Looking Statements

*The information in this document has been prepared as at June 4, 2015. Certain statements contained in this document constitute forward-looking information under the provisions of Canadian provincial securities laws and are referred to herein as forward-looking statements. When used in this document, the words "anticipate", "believe", "expect", "estimate", "forecast", "intend", "will", "planned", and similar expressions are intended to identify forward-looking statements or information. Such statements include without limitation:*

*statements regarding the price, value, timing, closing and approval of the transactions contemplated by the Arrangement and the satisfaction of all conditions necessary in order to complete the Arrangement, including the final approval of the Court and TSXV; the realization of the anticipated benefits of the Arrangement; information concerning Soltoro, Agnico Eagle and Palamina and their respective business and plans; statements regarding the quality or potential of Soltoro's properties; statements regarding the ability of Agnico Eagle to advance the projects within the Guachinango district or regarding the ability of Palamina to develop the properties to be acquired by Palamina under the Arrangement; statements regarding the potential and value of Palamina and the Palamina shares; statements as to the projected development of certain ore deposits, including estimates of exploration, development and production; and statements regarding anticipated future exploration.*

*Such statements and information reflect Soltoro's view as at the date of this document and are subject to certain risks, uncertainties and assumptions, and undue reliance should not be placed on such statements and information. Many factors, known and unknown could cause the actual results to be materially different from those expressed or implied by such forward looking statements. Such risks include, but are not limited to: the volatility of prices of gold and silver and other metals; uncertainty of mineral reserves, mineral resources, mineral grades and mineral recovery estimates; uncertainty of future exploration, development or production, uncertainty concerning capital and budgeted expenditures and contingent liabilities and Soltoro's ability to repay the operating loan provided by Agnico Eagle if required, and other fees and costs; currency fluctuations; financing of additional capital requirements; cost of exploration and development programs; mining risks; community protests; risks associated with foreign operations; governmental and environmental regulation; the volatility of stock prices; and risks associated with by-product metal derivative strategies. For a more detailed discussion of such risks and other factors that may affect Soltoro's ability to achieve the expectations set forth in the forward-looking statements contained in this document, see the Information Circular and Soltoro's other disclosure filed on SEDAR at [www.sedar.com](http://www.sedar.com). Soltoro does not intend, nor does it assume any obligation, to update these forward-looking statements and information, other than as required by applicable law.*

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

## Contact

For further information regarding [Soltoro](#) or [Palamina](#):  
Andrew Thomson, President and CEO  
(416) 987-0722  
[www.soltoro.com](http://www.soltoro.com)

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