

# Almonty Industries Inc. to Acquire Woulfe Mining Corp. and Become the Leading International Tungsten Company

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[Almonty Industries Inc.](#) (TSX-V:All) ("Almonty") and [Woulfe Mining Corp.](#) (CSE:WOF, Frankfurt:OZ4) ("Woulfe") are pleased to announce that they have entered into an arrangement agreement (the "Arrangement Agreement"), pursuant to which Almonty and Woulfe will proceed with a business combination in which Almonty will acquire all of the outstanding common shares of Woulfe by way of a court approved plan of arrangement ("Arrangement").

## Transaction Highlights:

- The offer price represents a 16.7% premium to the closing price of the common shares of Woulfe on the Canadian Stock Exchange on July 6, 2015.
- The proposed Arrangement has received unanimous approval of the board of directors of Almonty (Lewis Black abstaining).
- The proposed Arrangement has received unanimous approval of the board of directors of Woulfe (Lewis Black abstaining), acting on advice of a special committee comprised of four independent directors (the "Special Committee") after consultation with independent financial and legal advisors.
- The Special Committee's financial advisor, Jacob Securities Inc. ("Jacob Securities"), has provided its verbal opinion that the consideration to be received by Woulfe shareholders pursuant to the terms of the Arrangement is fair, from a financial point of view, to the Woulfe shareholders (other than Almonty and its affiliates).
- The proposed Arrangement delivers a premium to Woulfe shareholders and the ability to unlock value in Almonty going forward. Almonty has a proven management team with a strong track record of operational success. Almonty's assets are comprised of two producing mines in Australia and Spain producing more than 1,800 tonnes of Tungsten per year.
- The proposed Arrangement is expected to close in early September 2015, subject to satisfaction of certain customary conditions.

Pursuant to the Arrangement Agreement, on closing each common share of Woulfe will be exchanged for 0.1029 of a common share of Almonty. Based on Almonty's share price on July 6, 2015, this represents total consideration of \$0.07 per Woulfe share and a premium of 16.7% to Woulfe's closing price on July 6, 2015. Upon completion of the Arrangement, Woulfe shareholders will own approximately 40.2% of the combined businesses.

Lewis Black, President and CEO of Almonty, commented: "This transaction represents the opportunity to combine one of the world's most promising undeveloped tungsten assets with our significant portfolio of producing assets, to create a truly global tungsten powerhouse. Almonty has already established itself as a leading producer of tungsten outside of China and premier consolidator of global tungsten assets. With the addition of Woulfe's flagship Sangdong mine, we are confident about the combined team's ability to unlock significant value from our collective assets for our combined shareholders."

Brian Howlett, Chairman of the Special Committee of Woulfe, commented: "We consider this to be a win-win for the shareholders of both companies. For Woulfe shareholders, it provides an immediate premium valuation, enhanced liquidity and participation in the growth of the largest independent tungsten company outside of China at a time when financing our continued operations has been very challenging."

Woulfe's principal asset is the 100%-owned Sangdong Tungsten/Molybdenum Project ("Sangdong") located in South Korea, located 187 km southeast of Seoul (subject to a third party which may purchase a 25%-ownership interest in Sangdong for CAD\$35 million). The property is comprised of 12 Mining Rights with an aggregate area of 3,173 hectares. Woulfe recently completed a 2015 Resource Update and Feasibility Study in accordance with National Instrument 43-101 – Standards of

Disclosure for Mineral Projects (NI 43-101) on the Sangdong mine, which is available on Woulfe's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Almonty's principal assets are the producing Los Santos tungsten mine in Spain, and the producing Wolfram Camp tungsten and molybdenum mine in Queensland Australia. In addition, Almonty is working towards the commissioning of the Valtreixal tin/tungsten mine in northwestern Spain with anticipated production in 2017. Technical reports in accordance with NI 43-101 on each of Almonty's principal assets are available on Almonty's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## Transaction Overview

The proposed business combination transaction will be carried out by way of a plan of arrangement under the provisions of the Business Corporations Act (British Columbia). The implementation of the Arrangement will be subject to approval of the TSX Venture Exchange, the approval of the Supreme Court of British Columbia and the favourable vote of shareholders of Woulfe at a special meeting, expected to be held on or before September 8, 2015. In order to obtain the required shareholder approval, a favourable vote of 66 2/3% of the votes cast at the meeting, together with minority approval in accordance with Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (the "Woulfe Shareholder Approval") will be required. Pursuant to the terms of the Arrangement Agreement, the proposed Arrangement is also subject to the satisfaction of certain closing conditions customary for transactions of this nature.

The Arrangement Agreement also provides for customary support and non-solicitation covenants from Woulfe (subject to standard "fiduciary out" provisions that entitle Woulfe to accept a superior proposal and a five business day "right to match" in favour of Almonty). The Arrangement Agreement also provides for the payment of a termination fee of CAD\$770,000, representing approximately 3% of the equity value of Woulfe, to Almonty if the proposed Arrangement is not completed in certain specified circumstances.

The board of directors of each of Almonty and Woulfe, Lewis Black abstaining, unanimously approved the terms of the proposed Arrangement and in the case of the Woulfe board recommend that its shareholders vote in favour of the proposed Arrangement. In the case of Woulfe, (i) the Special Committee was formed to consider the proposed Arrangement and make a recommendation to the board of directors of Woulfe; and (ii) Lewis Black declared a conflict of interest and did not participate in any discussions regarding, or approval of, the proposed Arrangement. Jacob Securities was retained by the Special Committee to provide an independent fairness opinion and has concluded that the consideration to be received by shareholders of Woulfe (other than Almonty and its affiliates) is fair, from a financial point of view, to such shareholders. In the case of Almonty, Lewis Black declared his interest and did not vote on the approval of the proposed Arrangement. Almonty owns 29,497,229 common shares in the capital of Woulfe, representing approximately 8% of the issued and outstanding common shares and holds approximately 18.5% of the issued and outstanding common shares of Woulfe on a partially diluted basis.

The directors and senior officers of Woulfe have entered into customary voting support agreements pursuant to which, among other things, they have agreed to vote their common shares of Woulfe (representing approximately 0.16% of the outstanding common shares of Woulfe) in favour of the proposed Arrangement.

The number of Almonty shares to be issued will be approximately 34,828,500, based on Woulfe's currently outstanding common shares. Under the plan of arrangement, upon closing, all outstanding Woulfe options will be exchanged for Almonty options. All Woulfe warrants and debentures will remain outstanding in accordance with their terms.

The terms and conditions for the Arrangement Agreement will be summarized in Woulfe's management information circular, which is expected to be filed on SEDAR and mailed to shareholders of Woulfe in early August 2015. If the Arrangement is approved by shareholders of Woulfe, it is anticipated that the Arrangement will be completed in early September 2015.

Copies of the Arrangement Agreement and certain related documents will be filed with the Canadian securities regulators and will be available on the SEDAR website at [www.sedar.com](http://www.sedar.com). The Woulfe management information circular will also be available at [www.sedar.com](http://www.sedar.com).

This announcement is for informational purposes only and does not constitute an offer to purchase, a solicitation of an offer to sell shares or a solicitation of a proxy.

## Advisors

Almonty's legal advisor in Canada is Wildeboer Dellelce LLP, Osler, Hoskin & Harcourt LLP in the United States and Kim & Chang in Korea and Almonty's financial advisor is Dundee Securities Ltd. Woulfe's legal advisors are Armstrong Simpson Legal Counsel in Canada and Lee International IP & Law Group in Korea. Cassels Brock & Blackwell LLP acts as independent legal advisors to the Special Committee and Jacob Securities acts as financial advisor to the Special Committee.

### **About Almonty Industries Inc.**

The principal business of Toronto, Canada-based [Almonty Industries Inc.](#) is the mining, processing and shipping of tungsten concentrate from its Los Santos Mine in western Spain and its Wolfram Camp Mine in north Queensland, Australia. The Los Santos Mine was acquired by Almonty in September 2011 and is located approximately 50 kilometres from Salamanca in western Spain and produces tungsten concentrate. The Wolfram Camp Mine was acquired by Almonty in September 2014 and is located approximately 130 km west of Cairns in northern Queensland, Australia and produces tungsten and molybdenum concentrate. Almonty also has an option to acquire a 100% ownership interest in the Valtreixal tin-tungsten project in north western Spain. Further information about Almonty's activities may be found at [www.almonty.com](http://www.almonty.com) and under Almonty's profile at [www.sedar.com](http://www.sedar.com).

### **About Woulfe Mining Corp.**

[Woulfe Mining Corp.](#), through its wholly-owned subsidiary Sangdong Mining Corporation, is dedicated to developing the Sangdong tungsten-molybdenum mine which was historically one of the largest tungsten mines in the world and one of the few long life, high-grade tungsten deposits located outside of China. Woulfe Mining Corp. is listed on the Canadian Stock Exchange. Further information about Woulfe's activities may be found at [www.woulfemining.com](http://www.woulfemining.com) and under Woulfe's profile at [www.sedar.com](http://www.sedar.com).

### **Forward-Looking Information**

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:**

*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" as such term is defined in applicable Canadian securities laws (together referred to herein as "forward-looking statements"). Except for statements of historical fact relating to Almonty or Woulfe, information contained herein constitutes forward-looking statements. Forward-looking statements are characterized by words such as "plan," "expect," "budget," "target," "project," "intend," "believe," "anticipate," "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur.*

*Forward-looking statements in this news release include, but are not limited to, statements regarding the completion of the Arrangement and the expected benefits to Almonty shareholders and Woulfe shareholders of the proposed Arrangement. Forward-looking statements are based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include (i) that Almonty and Woulfe will complete the proposed Arrangement described herein, (ii) political developments, whether generally or in respect of the mining industry specifically, in Spain, Australia and South Korea, not consistent with Almonty and Woulfe's current expectations, (iii) Almonty's and Woulfe's expectations in connection with the projects discussed herein being met, (iv) the impact of general business and economic conditions, global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future conditions, fluctuating metal prices and currency exchange rates, (v) changes in project parameters as plans continue to be refined, (vi) the continued employment of key Almonty and Woulfe employees, as well as those risk factors discussed or referred to in Almonty's and Woulfe's respective annual Management's Discussion and Analysis and Almonty's Annual Information Form for their respective most recently completed year ends filed with the applicable securities regulatory authorities and available at [www.sedar.com](http://www.sedar.com). Although Almonty and Woulfe have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended.*

*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. Neither Almonty nor Woulfe undertakes any obligation to update forward-looking statements if circumstances or management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is*

*cautioned not to place undue reliance on forward-looking statements. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding Almonty's and Woulfe's expected financial and operational performance and results as at and for the periods ended on the dates presented in their respective plans and objectives and may not be appropriate for other purposes. Information herein with respect to Almonty has been provided by management of Almonty, and information herein with respect to Woulfe has been provided by management of Woulfe, and neither Almonty nor Woulfe assumes any responsibility or liability with respect to the other party's information set out herein or any obligation to update such information, except as require by applicable securities laws.*

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