

# Independent Advisory Firms ISS and Glass Lewis Support Plan of Arrangement With Endeavour Mining

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## True Gold Reminds Shareholders to Vote

[True Gold Mining Inc.](#) (TSX VENTURE:TGM) ("True Gold" or the "Company") is pleased to announce that Institutional Shareholder Services ("ISS") and Glass Lewis & Co. ("Glass Lewis") have both recommended that True Gold shareholders vote FOR the Plan of Arrangement (the "Arrangement") through which Endeavour Mining Corporation ("Endeavour") will acquire all of the issued and outstanding common shares of the Company (the "Transaction").

ISS and Glass Lewis are two leading independent proxy advisory firms that provide voting recommendations to institutional investors. Their endorsement of the resolutions highlights the strategic rationale and financial considerations of the Transaction to True Gold shareholders.

The ISS recommendation concludes that, "The all-stock transaction makes strategic sense as it will create a stronger combined entity with better access to financial markets and result to potential operational and administrative synergies. Moreover, current company shareholders will participate in the potential upside developments in the combined business through their subsequent equity ownership stake. In light of the significant premium and the reasonable strategic rationale, a vote FOR this resolution is warranted."

Glass Lewis also provided a recommendation, finding "that the proposed transaction appears strategically and financially reasonable from the perspective of True Gold and its shareholders."

The Board of True Gold UNANIMOUSLY recommends that shareholders vote IN FAVOUR of the Arrangement.

## True Gold Special Meeting of Shareholders

The Transaction is subject to shareholder approval and will be voted on at a Special Meeting of Shareholders (the "Meeting") to be held on April 21, 2016 at 9:00 am PDT at the offices of Blake, Cassels & Graydon LLP, Suite 2600, 595 Burrard Street, Vancouver, British Columbia.

Shareholders are encouraged to review the Notice of Meeting of shareholders and the Management Information Circular of True Gold dated March 18, 2016 that provides details concerning the Transaction. A copy of these documents has been mailed to True Gold Shareholders and can also be obtained via True Gold's website ([www.truegoldmining.com](http://www.truegoldmining.com)) or SEDAR ([www.sedar.com](http://www.sedar.com)).

Your vote is important regardless of how many True Gold shares you own. To ensure that your True Gold shares are represented at the Meeting, registered shareholders of True Gold are encouraged to vote their shares prior to 9:00 a.m. PDT on April 19, 2016.

The closing of the Transaction is subject to court approval, regulatory approval and other customary closing conditions. The Arrangement is also subject to the approval of Endeavour shareholders at a special meeting which has also been called for April 21, 2016. Assuming a successful shareholder vote and satisfaction of the other conditions required for the Arrangement, including approval by Endeavour's shareholders, closing is expected to occur on or about April 26, 2016.

## Shareholder Inquiries

True Gold has engaged Laurel Hill Advisory Group ("Laurel Hill") as its proxy solicitation agent in connection with the Meeting and asks all shareholders to contact Laurel Hill with any questions or for assistance with voting. Laurel Hill can be reached by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com) or by telephone at 1-877-452-7184 (416-304-0211 collect).

## About True Gold

[True Gold Mining Inc.](#) is where gold comes to life. We are committed to growing a successful gold production company, by focusing on projects with low costs, low technical risks and solid economics. The Company's board, management and technical teams have proven track records in gold exploration, development, and production worldwide.

### ON BEHALF OF THE BOARD

Christian Milau  
President & CEO

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

*All statements in this press release, other than statements of historical fact, are "forward-looking information" with respect to True Gold within the meaning of applicable securities laws, including statements with respect to: the likelihood of completing and benefits to be derived from the Arrangement; closing of the Arrangement; the receipt of the necessary shareholder and regulatory approvals; the growth path and financial position of the combined company following completion of the Arrangement; True Gold shareholders' ownership and exposure to the Karma project following completion of the Arrangement; management of the combined company following completion of the Arrangement; La Mancha exercising its investment rights; the proposed timing of construction completion and first gold pour at the Karma project; the anticipated production at the Hounde project; the financing of the Hounde project; the timing of the True Gold Meeting and Endeavour Meeting and related information circulars; the drawdown and use of proceeds of the Loan; and receipt of necessary regulatory approvals for the Loan. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "planned", "expect", "project", "predict", "potential", "targeting", "intends", "believe", "potential", and similar expressions, or describes a "goal", or variation of such words and phrases or state that certain actions, events or results "may", "should", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made including, among others, assumptions regarding the combined company following completion of the Arrangement, completion of the Arrangement, including receipt of required shareholder, regulatory or court approvals, processing and recovery of mined and stockpiled ore, future prices of gold, copper, silver and other metal prices, currency exchange rates and interest rates, favourable operating conditions, political stability, obtaining governmental approvals and financing on time, obtaining renewals for existing licences and permits and obtaining required licences and permits, labour stability, stability in market conditions, availability of equipment, accuracy of any mineral resources, successful resolution of disputes and anticipated costs and expenditures. Many assumptions are based on factors and events that are not within the control of True Gold and there is no assurance they will prove to be correct*

*Such forward-looking information, involves known and unknown risks, which may cause the actual results to be materially different from any future results expressed or implied by such forward-looking information, including, risks related to: the failure to obtain shareholder, regulatory or court approvals in connection with the Arrangement; the interpretation of results at the Karma project; the Arrangement; Endeavour's mineral properties and operations; processing and recovery of mined and stockpiled ore, reliance on technical information provided by third parties as related to the Karma project; changes in project parameters as plans continue to be refined; current economic conditions; future prices of commodities; possible variations in grade or recovery rates; the costs and timing of the development of new deposits; failure of equipment or processes to operate as anticipated; the failure of contracted parties to perform; the timing and success of exploration activities generally; satisfaction of Burkina Faso requirements relating to the periodic submissions of Environmental Impact Assessments; possible claims against True Gold or Endeavour; labour disputes and other risks of the mining industry; delays in obtaining governmental approvals, uncertainties relating to the interpretation of drill results and the estimation of mineral resources, the geology, grade and continuity of mineral deposits, accidents, equipment breakdowns, risk of undiscovered, title defects and surface access, the potential for delays in exploration and permitting activities, uncertainties related to True Gold's relationship with communities that surround its properties in Burkina Faso, risks related to the financing agreement with Franco-Nevada and Sandstorm, including True Gold's ability to meet its scheduled delivery obligations, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, political risk as well as those factors discussed in the Annual Information Form of the Company dated March 16, 2016 in the section entitled "Risk Factors", under True Gold's SEDAR profile at [www.sedar.com](http://www.sedar.com).*

*Although True Gold 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 not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. True Gold disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.*

## Contact

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