

# Avnel Gold Mining Limited's Shareholders Approve Acquisition of Avnel by Endeavour Mining Corporation

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ST. PETER PORT, Aug 31, 2017 - [Avnel Gold Mining Ltd.](#) (TSX:AVK) ("Avnel") is pleased to announce that it has received the requisite shareholder approvals in respect of the previously announced proposed acquisition of Avnel by Endeavour Mining Corporation ("Endeavour") to be implemented by way of a scheme of arrangement pursuant to Part VIII of the *Companies (Guernsey) Law, 2008* (as amended) (the "Scheme"). The shareholder approvals were obtained at the following meetings, held today: (i) a meeting of holders of ordinary shares of Avnel subject to the Scheme ("Scheme Shares") convened by order of the Royal Court of Guernsey (the "Court Meeting") and (ii) an extraordinary general meeting of holders of ordinary shares of Avnel (the "Extraordinary General Meeting", and together with the Court Meeting, the "Meetings"). Pursuant to the Scheme, holders of Scheme Shares will receive, for each Scheme Share held, 0.0187 ordinary shares in the capital of Endeavour.

At the Court Meeting, a resolution approving the Scheme was passed by the majority in number of holders of record of Scheme Shares who were entitled to vote and who were present and voted, whether in person or by proxy, and who represented more than 75% in value of the Scheme Shares voted by those holders of Scheme Shares. The results of the ballot were 99.37% of Scheme Shares voted at the meeting and 88.89% of holders of record of Scheme Shares voted at the meeting being cast in favour of the Scheme.

At the Extraordinary General Meeting, a special resolution approving and implementing the Scheme and certain amendments to the memorandum and articles of incorporation of Avnel (the "General Meeting Resolution") was passed by the holders of record of ordinary shares of Avnel, present in person or by proxy, representing more than 75% of the votes cast. The results of the ballot were 100% of ordinary shares voted at the meeting being cast in favour of the General Meeting Resolution.

Completion of the Scheme remains subject to certain conditions, including sanction by the Royal Court of Guernsey. The sanction court hearing is currently scheduled to be held at 10:00 a.m. (Guernsey time) on September 14, 2017. If the sanction order is granted and all other conditions precedent to the Scheme are satisfied or waived, Avnel expects that the Scheme will be completed on September 18, 2017.

If the Royal Court of Guernsey sanctions the Scheme, it is intended that trading in Avnel shares on the Toronto Stock Exchange ("TSX") will be halted at the close of trading on September 15, 2017. The record time for the calculation of the consideration to be received by holders of Avnel shares is expected to be 5:00 p.m. (Toronto time) on September 15, 2017. It is anticipated that Avnel will be delisted from the TSX at the close of trading on September 18, 2017. The above dates are indicative only and will depend on, among other things, the date upon which the Royal Court of Guernsey sanctions the Scheme.

The results of the matters considered at the Meetings are reported in the Report of Voting Results filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on August 31, 2017.

## ABOUT AVNEL

Avnel Gold is a TSX-listed gold mining, exploration and development company with operations in southwestern Mali in West Africa. Avnel's focus is to develop its 80%-owned Kalana Main Project from a small underground mine into a low-cost, high-grade, open pit mining operation. Avnel is also advancing exploration on several nearby satellite deposits on the 387 km<sup>2</sup> 30-year Kalana Exploitation Permit.

## FORWARD-LOOKING INFORMATION

*This news release includes certain "forward-looking statements". Forward-looking statements include, but are not limited to, the expected timing of the Scheme, the ability of Endeavour and Avnel to satisfy the other conditions to, and to complete, the Scheme and the expected halting of trading and delisting of the ordinary shares of Avnel. All statements, other than statements of historical fact, included in this release, including the future plans and objectives of Endeavour and Avnel, are forward-looking statements that involve various*

*risks and uncertainties.*

*There can be no assurance that forward-looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Avnel's expectations include, among others, risks regarding the gold mining industry, economic factors, risks related to completion of the Scheme, the possibility that the proposed Scheme will not be consummated within the anticipated time period or at all, including as a result of regulatory, market or other factors, the risk that the necessary court approval will not be obtained in connection with the Scheme, and many other factors beyond the control of Avnel, as well as those factors discussed in the section entitled "Risk Factors" in Avnel's management proxy circular dated July 24, 2017, which is available on SEDAR ([www.sedar.com](http://www.sedar.com)). Although Avnel has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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.*

## Contact

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