

Fiore Gold Ltd. Shareholders Approve Transaction with Calibre Mining

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[Fiore Gold Ltd.](#) (TSXV:F) (OTCQB:FIOGF) ("Fiore" or the "Company") is pleased to announce the voting results of its special meeting (the "Meeting") of Fiore shareholders ("Shareholders") held on January 5, 2022. At the Meeting, the Shareholders were asked to consider, and if thought fit, to pass a special resolution (the "Arrangement Resolution") to approve the proposed acquisition by way of a plan of arrangement (the "Arrangement") by [Calibre Mining Corp.](#) ("Calibre") of all of the issued and outstanding shares of Fiore ("Fiore Shares").

The Arrangement Resolution required the approval of: (i) at least two-thirds of the votes cast by Shareholders; and (ii) at least a simple majority of the votes cast by Shareholders, excluding the votes cast by certain persons whose votes were required to be excluded in determining minority approval of a business combination pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101").

The total number of Fiore Shares represented by Shareholders present in person or by proxy at the Meeting was 42,507,752, representing in total 42.07% of the issued and outstanding Fiore Shares. At the Meeting, Shareholders approved the Arrangement Resolution with approximately 99.79% of the votes cast at the Meeting in favour of the Arrangement. Shareholders also approved the Arrangement Resolution with approximately 99.79% of the votes cast at the Meeting in favour of the Arrangement, excluding the votes of certain persons in accordance with MI 61-101.

Fiore will be seeking a final order from the Supreme Court of British Columbia with respect to the Arrangement on January 10, 2022 and the Arrangement is expected to be completed on or around January 12, 2022. For a more detailed description of the Arrangement, please refer to the Company's management information circular dated December 2, 2021 (the "Circular").

On behalf of Fiore Gold Ltd.

"Tim Warman"
Chief Executive Officer

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Cautionary Note Regarding Forward Looking Statements

This news release includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian securities legislation, including statements regarding the plans, intentions, beliefs and current expectations with respect to the application for a final order from the Supreme Court of British Columbia and the anticipated closing of the Arrangement. All statements in this news release that address events or developments that Fiore expects to occur in the future are forward-looking statements. Forward-looking statements are statements that are not historical facts and are often identified by words such as "expect", "plan", "anticipate", "project", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would",

"may", "could", "should" or "might" occur, and include information regarding expectations regarding whether the proposed acquisition of Fiore by Calibre will be consummated, including whether conditions to the consummation of the Arrangement will be satisfied, or the timing for completing the Arrangement and receiving the required regulatory and court approvals.

Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond Fiore's control. These forward-looking statements are qualified in their entirety by cautionary statements and risk factor disclosure contained in filings made by Calibre and Fiore with the Canadian securities regulators, including the Circular, Calibre's and Fiore's respective annual information form, Calibre's financial statements and related MD&A for the financial year ended December 31, 2020 and its interim financial statements and related MD&A for the three and nine months ended September 30, 2021, and Fiore's financial statements and related MD&A for the financial year ended September 30, 2020 and its interim financial statements and related MD&A for the three and nine months ended June 30, 2021, all filed with the securities regulatory authorities in certain provinces of Canada and available under each of Calibre's and Fiore's respective profile at www.sedar.com. The risk factors are not exhaustive of the factors that may affect Calibre's and Fiore's forward-looking statements.

Calibre's and Fiore's forward-looking statements are based on the applicable assumptions and factors management considers reasonable as of the date hereof, based on the information available to management of Calibre and Fiore at such time. Calibre and Fiore do not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, and actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, undue reliance should not be placed on forward-looking statements.

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