

Voyager Metals Inc. Securityholders Approve Arrangement with Cerrado Gold Inc.

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[Voyager Metals Inc.](#) ("Voyager") (TSXV:VONE) and [Cerrado Gold Inc.](#) ("Cerrado") (TSXV:CERT) (OTCQX:CRDOF) are pleased to announce that the shareholders and option holders of Voyager (the "Securityholders") have approved the completion of its previously announced business combination with [Cerrado Gold Inc.](#) via plan of arrangement (the "Arrangement").

At the special meeting of Securityholders held yesterday (the "Meeting"), the Securityholders approved the Arrangement, pursuant to which Cerrado will, among other things, acquire all of the issued and outstanding common shares of Voyager that it does not already own.

At the Meeting, the special resolution approving the Arrangement (the "Arrangement Resolution") was overwhelmingly approved by: (i) approximately 99.98% of the shareholders of Voyager (the "Shareholders") present in person or represented by proxy; and (ii) approximately 99.99% of the Securityholders, voting as a single class, present in person or represented by proxy. The Shareholders and option holders who participated in the vote represented approximately 56.4% and 100%, respectively, of all issued and outstanding securities of Voyager entitled to vote on the Arrangement Resolution. Accordingly, all securityholder approvals required to proceed with the Arrangement have been obtained.

The Arrangement is expected to become effective on or about May 31, 2023, subject to, among other things, Voyager obtaining a Final Order from the Ontario Superior Court of Justice (Commercial List) in respect of the Arrangement and the satisfaction or waiver of certain other customary closing conditions. The hearing for the final order of the Ontario Superior Court of Justice (Commercial List) to approve the Arrangement is scheduled to take place on May 26, 2023. It is expected that, within two to three business days following the completion of the Arrangement, the common shares of Voyager will be delisted from the TSX Venture Exchange.

Transaction Rationale

- The combination will create a well-financed mining company with a strong pipeline of current production and growth, immediate development and a long-life, low-cost and large-scale project in a low-risk jurisdiction.
- Financing and cash flow synergies may reduce the dilution for project development and significantly reduce dilution for shareholders.
- Combined company would create a mid-tier market capitalized company once all assets are in operation based on the ability to generate significant free cashflow over the next several decades.

Further details regarding the Arrangement are set out in the management information circular of Voyager dated April 19, 2023 (the "Circular"), which is available on SEDAR (www.sedar.com) under Voyager's issuer profile.

About Voyager Metals Inc.

[Voyager Metals Inc.](#) is a mineral exploration company headquartered in Toronto, Canada. Voyager is focused on advancing its Mont Sorcier, Vanadium-rich, Magnetite Iron Ore Project, located just outside of Chibougamau, Quebec.

About Cerrado Gold Inc.

Cerrado Gold is a Toronto-based gold production, development, and exploration company focused on gold projects in South America. Cerrado is the 100% owner of both the producing Minera Don Nicolás mine in Santa Cruz province, Argentina, and the highly prospective Monte Do Carmo development project, located in Tocantins State, Brazil.

At Minera Don Nicolas, Cerrado is maximizing asset value through continued operational optimization and further production growth. An extensive campaign of exploration is ongoing to further unlock potential resources in our highly prospective land package in the heart of the Deseado Masiff.

At Monte Do Carmo, Cerrado is rapidly advancing the Serra Alta deposit through Feasibility and into production. Serra Alta is expected to be a high-margin and high-return project with significant exploration potential on an extensive and highly prospective 82,542-hectare land package.

For more information about Voyager please visit the website at: www.voyagermetals.com. For more information about Cerrado please visit the website at: www.cerradogold.com.

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Cautionary Note Regarding Forward-Looking Statements:

This news release contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "guidance", "objective", "ongoing", "may", "will" and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this news release contains forward-looking statements concerning the timing and ability of Voyager and Cerrado to implement the Arrangement (if at all); the timing and ability of Voyager to obtain the Final Order (if at all); the ability of Voyager and Cerrado to satisfy the conditions precedent to complete the Arrangement (if at all); the timing to de-list the common shares of Voyager (if at all); and the potential benefits of the Arrangement described above under the heading "Transaction Rationale".

Voyager and Cerrado believe the material factors, expectations and assumptions reflected in the forward-looking information and statements are reasonable at this time, but no assurance can be given that these factors, expectations and assumptions will prove to be correct. Forward-looking statements necessarily involve risks, including, without limitation, risks associated with the ability of Voyager and Cerrado to implement the Arrangement on the terms described in this news release; the ability of the Voyager and Cerrado to obtain all necessary regulatory, court and stakeholder approvals, as applicable, in order to complete the Arrangement; the ability of the Voyager and Cerrado to close the transactions contemplated in the Arrangement; and the general regulatory environment in which the Voyager and Cerrado operate.

The forward-looking information and statements included in this news release are not guarantees of future performance and should not be unduly relied upon. Events or circumstances may cause actual results to differ materially from those predicted, as a result of the risk factors set out and other known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Voyager and Cerrado. In addition, forward looking statements or information are based on a number of factors and assumptions which have been used to develop such statements and information but which may prove to be incorrect. Such information may prove to be incorrect and readers are cautioned that the information may not be appropriate for other purposes. Although Voyager and Cerrado believe that the expectations reflected in such forward looking statements or information are reasonable, undue reliance should not be placed on forward looking statements because Voyager and Cerrado can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding, among other things: the timely receipt of any required regulatory and court approvals to consummate the Arrangement and certain other risks detailed from time to time in Voyager and Cerrado's

public disclosure documents including, without limitation, those risks identified in this news release and Circular, copies of which are available on the Voyager's SEDAR profile at www.sedar.com.

The forward-looking information and statements contained in this news release speak only as of the date of this news release, and Voyager and Cerrado do not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.

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.

SOURCE: [Cerrado Gold Inc.](#)

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