

Adventus Mining and Luminex Resources Announce Merger to Create a Growth-Focused Copper-Gold Company in Ecuador

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TORONTO, Nov. 21, 2023 - [Adventus Mining Corp.](#) ("Adventus") (TSXV: ADZN) (OTCQX: ADVZF) and [Luminex Resources Corp.](#) ("Luminex") (TSXV: LR) (OTCQX: LUMIF) are pleased to announce that they have entered into an arrangement agreement (the "Arrangement Agreement"), pursuant to which Adventus will acquire all of the issued and outstanding common shares of Luminex (the "Luminex Shares"), in exchange for common shares of Adventus (the "Adventus Shares"), by way of a plan of arrangement (the "Transaction", with the resulting entity referred to as the "Resulting Issuer"). The Transaction will create a combined company that intends to lead the advancement of the El Domo-Curipamba copper-gold project (the "El Domo Project") towards production and consolidates a large and prospective gold-copper development and exploration portfolio in Ecuador totalling over 135,000 hectares which includes the preliminary economic assessment ("PEA") stage Condor gold project (the "Condor Project"). Further details of the Transaction are outlined below.

Transaction Highlights

- **Exceptional Shareholder Base & Renewed Support** - Brings together the support of members of Mr. Ross Beaty's Lumina Group, local Ecuadorian investors and strategic and equity investors that include Altius Minerals Corporation ("Altius") and [Wheaton Precious Metals Corp.](#) ("Wheaton"). A concurrent financing for approximately US\$17.1 million, with participation by Mr. Ross Beaty and Wheaton is expected to be completed as part of the Transaction (described below).
- **Well-Capitalized Copper-Gold Company** - Transaction establishes a well-capitalized copper-gold company focused on the advancement of the El Domo Project and consolidation of one of the largest exploration portfolios in Ecuador for future growth potential. The El Domo Project, with a completed feasibility study centred on a shallow and high-grade copper-gold dominant deposit¹, is supported by an investment contract with the Government of Ecuador and is on track for a construction decision in the first half of 2024.
- **Large Pipeline Gold Project** - 98.7% ownership of the gold-copper Condor Project, adjacent to Lundin Gold's Fruta del Norte project and Tongling / China Rail's Mirador project. A PEA was completed in 2021 highlighting a 12-year operation producing 187k ounces of gold per year and a US\$562 million after-tax NPV_{5%} and a 20.3% after-tax IRR at US\$1,760/oz gold².
- **Industry Leading Exploration Portfolio** - Combined exploration portfolio totalling over 135,000 hectares across 13 projects will be one of the largest land packages in Ecuador with approximately US\$50 million in joint venture partner spending to date, and which continues to see funding interest from third parties.
- **Synergy & Cost Savings** - Post Transaction, the Resulting Issuer will be led by a strengthened board, and a management team with a proven history and in-country track record of discovery, exploration success, mine building, operations, community engagement and monetization. The Resulting Issuer is expected to save approximately US\$2 million per annum through synergies.
- **Value Creation & Potential for Shareholders** - Expected to directly add liquidity and a greater following, while establishing a path to production at the El Domo Project: one of the highest grade and lowest capital intensity copper-gold projects globally.

¹ The El Domo Project feasibility study is a NI 43-101 Technical Report entitled: "NI 43-101 Technical Report - Feasibility Study - Curipamba El Domo Project - Central Ecuador", filed on SEDAR+ on December 10, 2021.

² The PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral resources, and there is no certainty the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The Condor Project PEA was based on the July 28, 2021 mineral resource estimate and base case economics were calculated using a gold price of \$1,600 per ounce and a silver price of \$21.00 per ounce, details of which, together with a summary of capital and operating expenditure estimates, assumptions and qualifications used

by the qualified persons in preparing the PEA and the underlying mineral resource estimate, are disclosed in the report.

Christian Kargl-Simard, President and CEO of Adventus, commented: "This Transaction is an exciting opportunity to unite complementary assets, teams, and investors to create value for all Adventus and Luminex shareholders. Adventus is pleased to welcome Mr. Ross Beaty, members of the Lumina Group, and new investors as we continue the advancement of the El Domo Project towards future cash flowing operations. For Adventus shareholders, the new capital and acquisition of Luminex's Condor Project and other properties allows the creation of a stronger and more diversified company with one of the largest copper-gold exploration portfolios in Ecuador."

Marshall Koval, CEO of Luminex, commented: "We are very pleased to be entering into this combination with Adventus. The Adventus team has done a tremendous job advancing the El Domo Project from an exploration and PEA stage project to the expected start of construction in the first half of 2024. This combination gives Luminex shareholders a more immediate re-rating and return potential from the advancement of the El Domo Project, while reinforcing the growth and new discovery potential of the combined exploration portfolio."

Concurrent with the Transaction, Adventus and Luminex plan to raise approximately US\$17.1 million in equity, as a combination of US\$13.5 million in a fully committed non-brokered private placement (the "Non-Brokered Private Placement") of subscription receipts of Adventus (the "Subscription Receipts"), and approximately C\$5 million (approximately US\$3.64 million based on the US\$/C\$ exchange rate on November 21, 2023) in a brokered "bought deal" private placement (the "Bought Deal Private Placement", and together with the Non-Brokered Private Placement, the "Concurrent Financing") of units (the "Units") of Adventus, co-led by Raymond James Ltd. and National Bank Financial Inc?., on their own behalf and on behalf of a syndicate of investment dealer?s (collectively, the "Underwriters"). In respect of the Non-Brokered Private Placement, Adventus and Luminex have received firm commitments for US\$13.5 million in total, comprised of lead orders from Mr. Ross Beaty, Wheaton, and certain of Luminex's existing Ecuadorian investors. Further details of the Concurrent Financing are outlined below.

Altius, Adventus' largest shareholder, has agreed to extend its outstanding US\$4 million unsecured convertible debenture until December 31, 2024, subject to completion of the Non-Brokered Private Placement (the "Loan Amendment"). As Altius is an insider of Adventus, the Loan Amendment constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Loan Amendment is exempt from the formal valuation and minority approval requirements of MI 61-101 as, at the time it was agreed to, neither the fair market value thereof, nor the fair market value of the consideration therefor, exceeds 25% of Adventus' market capitalization.

Transaction Terms

Pursuant to the terms and conditions of the Arrangement Agreement, the holders of the issued and outstanding Luminex Shares will receive 0.67 Adventus Shares for each one (1) Luminex Share held (the "Exchange Ratio"). Luminex options that are outstanding at the time of completion of the Transaction shall be exchanged in accordance with the Exchange Ratio for similar securities to purchase Adventus Shares on substantially the same terms and conditions, and outstanding warrants of Luminex will become exercisable, based on the Exchange Ratio, to purchase Adventus Shares on substantially the same terms and conditions. The Transaction will be carried out by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia).

Upon completion of the Transaction, the Resulting Issuer will continue to be listed as a Tier 1 mining issuer on the TSX Venture Exchange ("TSXV") under the same Adventus name and ticker symbol, as well as on the OTCQX. Prior to completion of the Concurrent Financing, existing shareholders of Adventus will own approximately 61% of the Resulting Issuer and existing shareholders of Luminex will own approximately 39% of the Resulting Issuer on an undiluted basis. Mr. Ross Beaty is expected to be the only shareholder post completion of the Transaction and the Concurrent Financing to own greater than 10% of the issued and outstanding shares of the Resulting Issuer, owning approximately 13% on an undiluted basis.

The Arrangement Agreement contains customary reciprocal deal-protection provisions including non-solicitation covenants and a right to match any superior proposal as defined in the Arrangement Agreement. Under certain circumstances, Adventus or Luminex would be entitled to a termination fee of US\$1,200,000. In connection with the Transaction, certain officers of Luminex shall agree to receive part of any change of control amounts owed in the form of Luminex Shares, which shall have a deemed value per Luminex Share equal to C\$0.194 per share (the "Change of Control Share Settlement"). Any Change of Control Share Settlement is subject to the approval of the TSXV.

Complete details of the Transaction will be included in a management information circular to be delivered to Luminex securityholders in the coming weeks.

Conditions to Completion

The completion of the Transaction is subject to a number of terms and conditions, including without limitation the following: (a) approval of the Luminex securityholders, as described below; (b) approval of the TSXV; (c) approval of the British Columbia Supreme Court; (d) there being no material adverse changes in respect of either Adventus or Luminex; (e) a minimum of US\$13.5 million in gross proceeds from the Concurrent Financing (which is fully committed, see Concurrent Financing below), and other standard conditions of closing for a transaction of this nature. There can be no assurance that all of the necessary approvals will be obtained or that all conditions of closing will be satisfied.

The Transaction is subject to the approval at a special meeting of Luminex securityholders by (i) 66^{2/3}% of the votes cast by Luminex shareholders, (ii) 66^{2/3}% of the votes cast by Luminex shareholders and optionholders, voting together as a single class, and (iii) if required, a simple majority of the votes cast by the Luminex shareholders, excluding the votes cast by certain persons as required by MI 61-101. Adventus and Luminex are arm's length parties and, accordingly, the Transaction is not a related party transaction.

Board of Directors and Management

Upon closing of the Transaction, the board of directors of the Resulting Issuer (the "Resulting Issuer Board") will be comprised of eight (8) members, including three (3) nominees from Luminex. Mr. Christian Kargl-Simard will remain serving as President, CEO and Director of the Resulting Issuer and lead the combined management and project team. The head office will continue to be in Toronto, Canada.

The Resulting Issuer Board is expected to be led by Mr. Mark Wellings and is anticipated to include Ms. Karina Rogers, Mr. Leif Nilsson, Mr. David Darquea Schettini, Mr. David Farrell and Mr. Ron Halas as independent directors, and Mr. Christian Kargl-Simard and Mr. Marshall Koval as non-independent directors. Advisors to the Resulting Issuer Board will continue to be Mr. Christian Aramayo and Mr. Gerardo Fernandez; Adventus also anticipates the addition of Mr. Leo Hathaway in an advisory role.

Concurrent Financing

The Concurrent Financing will consist of two tranches, for total gross proceeds of approximately US\$17.1 million, of which US\$13.5 million is fully committed and the balance of approximately C\$5M (approximately US\$3.64 million) has agreed to be purchased on a "bought deal" private placement basis.

The first tranche is the Non-Brokered Private Placement, a US\$13.5 million fully committed offering of Subscription Receipts of Adventus at a price of C\$0.29 per Subscription Receipt.

Each Subscription Receipt shall entitle the holder thereof to receive, without payment of any additional consideration or further action on the part of the holder, one Common Share in the capital of Adventus upon the satisfaction or waiver of all conditions to the completion of the Transaction in accordance with the terms of the Arrangement Agreement (collectively, the "Escrow Release Conditions"). Mr. Ross Beaty, Wheaton and certain of Luminex's existing Ecuadorian shareholders have committed to participating in this tranche. No commission is being paid on the Non-Brokered Private Placement.

In connection with the second tranche, the Bought Deal Private Placement, Adventus and Luminex have entered into an engagement letter with Raymond James Ltd. and National Bank Financial Inc., on their own behalf and on behalf of the Underwriters, pursuant to which the Underwriters have agreed to purchase, on a "bought deal" private placement basis 1,725,000 Units of Adventus at a price of C\$2.90 per Unit (the "Unit Offering Price") for gross proceeds of approximately C\$5 million, which the parties may agree to increase in the context of the market by an amount of up to an additional C\$5 million. Each Unit shall consist of four (4) Adventus Shares and six (6) Subscription Receipts, with 40% of the price per Unit allocated to the Adventus Shares underlying each Unit and 60% of the price per Unit allocated to the Subscription Receipts underlying each Unit. Adventus has granted the Underwriters an over-allotment option to purchase at the Unit Offering Price up to such number of an additional Units as is equal to 15% of the number of Units sold pursuant to the Bought Deal Private Placement (the "Over-Allotment Option"). The Over-Allotment Option is exercisable by the Underwriters in whole or in part at any time until 48 hours prior to the closing date of the Bought Deal Private Placement. Adventus shall pay to the Underwriters a commission equal to 6.0% of the gross proceeds from the Bought Deal Private Placement, 50% of which will be paid to the Underwriters at closing of the Bought Deal Private Placement and 50% of which will be placed in escrow (the "Escrowed

Commission") as described below.

The gross proceeds of the Non-Brokered Private Placement, the gross proceeds from the sale of the Subscription Receipts underlying the Bought Deal Private Placement and the Escrowed Commission (collectively, the "Escrowed Proceeds"), will be placed into escrow. Provided that the Escrow Release Conditions are satisfied or waived (where permitted) prior to 5:00 p.m. (Toronto time) on March 31, 2024 (the "Escrow Release Deadline"), the Escrowed Commission will be released to the Underwriters from the Escrowed Proceeds, and the balance of the Escrowed Proceeds (less certain expenses of an escrow agent to be appointed) will be released to or as directed by Adventus and the Subscription Receipts shall be automatically converted into Adventus Shares, without payment of any additional consideration or further action on the part of the subscribers. In the event that the Escrow Release Conditions are not satisfied by the Escrow Release Deadline, the Escrowed Proceeds, together with interest earned thereon, will be returned to the holders of Subscription Receipts and such Subscription Receipts will be cancelled.

The net proceeds of the Concurrent Financing will be used to advance the El Domo Project, select exploration programs across the combined exploration portfolio of Adventus and Luminex, costs related to the proposed Transaction and for working capital and general corporate purposes?

The Concurrent Financing is being conducted in all of the provinces and territories of Canada pursuant to private placement exemptions, in the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and applicable state securities laws, and in such other jurisdictions outside of Canada and the United States, in each case, in accordance with all applicable laws, provided that no prospectus, registration statement or similar document is required to be filed in such foreign jurisdiction. Completion of the Concurrent Financing is subject to obtaining the required TSXV approvals and satisfaction of customary closing conditions. The Subscription Receipts and the Adventus Shares to be issued in connection with the Concurrent Financing, and the Adventus Shares underlying the Subscription Receipts, will be subject to a statutory four-month and one day hold period from the closing date. The closing date of both the Non-Brokered Private Placement and the Bought Deal Private Placement is expected to be on or around December 8, 2023.

Luminex and Adventus intend to rely on the "part and parcel exception" under the policies of the TSXV with respect to the Concurrent Financing and the Change of Control Share Settlement, as each is integral to the Transaction by ensuring the Resulting Issuer is sufficiently capitalized to complete mine construction at the El Domo Project.

The securities to be offered in the Concurrent Financing and the Change of Control Share Settlement have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Transaction Timeline

Pursuant to the Arrangement Agreement and subject to satisfying all necessary conditions and receipt of all required approvals, the parties anticipate completion of the Transaction in January 2024. Following completion of the Transaction, Luminex Shares will be de-listed from the TSXV and Luminex will cease to be a reporting issuer under Canadian securities laws.

Recommendations by the Boards of Directors and Fairness Opinion

After consultation with its financial and legal advisors, the board of directors of Adventus unanimously approved the entering into of the Arrangement Agreement. Raymond James Ltd. provided a fairness opinion to the board of directors of Adventus, stating that, as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications stated in such opinion, the consideration to be paid by Adventus is fair, from a financial point of view, to Adventus.

After consultation with its financial and legal advisors, the board of directors of Luminex (the "Luminex Board") unanimously approved the entering into of the Arrangement Agreement, following the unanimous recommendation of a special committee of the Luminex Board (the "Luminex Special Committee"). The Luminex Board recommends that Luminex securityholders vote in favour of the Transaction. Haywood Securities Inc. provided a fairness opinion to the Luminex Special Committee, stating that, as of the date of

such opinion and based upon and subject to the assumptions, limitations and qualifications stated in such opinion, the consideration to be received by Luminex shareholders under the Transaction is fair, from a financial point of view, to such Luminex shareholders.

Advisors and Counsel

Bacchus Capital Advisors is acting as financial advisor to Adventus. DLA Piper (Canada) LLP, DLA Piper LLP (US) and AVL Abogados are acting as legal counsel to Adventus in Canada, the U.S. and Ecuador, respectively.

Haywood Securities Inc. is acting as financial advisor to Luminex. Borden Ladner Gervais LLP, Troutman Pepper Hamilton Sanders LLP, and Tobar ZVS are acting as legal counsel to Luminex in Canada, the U.S. and Ecuador, respectively.

Analyst and Investor Webcast and Conference Call

Adventus and Luminex will host a joint conference call on Tuesday, November 22, 2023, at 12:00 pm (noon) ET to discuss the Transaction. Conference call and webcast details:

Date: Wednesday, November 22, 2023

Time: 12:00 pm noon ET

Webcast link: <https://events.6ix.com/preview/adventus-mining-corporation>

Qualified Person and Technical Reports

The technical information of this news release has been reviewed and approved by Mr. Dustin Small, P.Eng., Vice President Projects of Adventus, a non-Independent Qualified Person, as defined by National Instrument 43-101 ("NI 43-101"). Technical information for the El Domo Project is derived from the Technical Report for the El Domo Project titled: "NI 43-101 Technical Report - Feasibility Study - Curipamba El Domo Project - Central Ecuador", filed on SEDAR+ on December 10, 2021. Technical information for the Condor Project is derived from the Technical Report for the Condor Project titled: "Condor Project NI 43-101 Technical Report on Preliminary Economic Assessment", filed on SEDAR+ on September 13, 2021.

About Adventus

Adventus Mining Corporation is an Ecuador-focused copper-gold exploration and development company. Adventus is majority owner of the 215 sq. km Curipamba copper-gold project, which has a completed feasibility study on the shallow and high-grade El Domo deposit. In addition, Adventus is engaged in a country-wide exploration alliance in Ecuador, which has incorporated the Pijili and Santiago copper-gold porphyry projects to date. Outside of Ecuador, Adventus owns an exploration project portfolio in Ireland with South32 Limited as the funding participant. Its strategic shareholders include [Altius Minerals Corp.](#), Greenstone Resources LP, [Wheaton Precious Metals Corp.](#), and significant Ecuadorian shareholders. Adventus is based in Toronto, Canada, and is listed on the TSXV under the symbol ADZN and trades on the OTCQX under the symbol ADVZF.

About Luminex

[Luminex Resources Corp.](#) is a Vancouver, Canada based precious and base metals exploration and development company focused on gold and copper projects in Ecuador. Luminex's inferred and indicated mineral resources are located at the Condor Gold-Copper project in Zamora-Chinchi Province, southeast Ecuador. Luminex also holds a large and highly prospective land package in Ecuador.

For further information from Adventus, please contact Christian Kargl-Simard, President and Chief Executive Officer, at +1-416-230-3440 or christian@adventusmining.com. Please also visit the Adventus website at www.adventusmining.com

For further information from Luminex, please contact Scott Hicks, VP Corporate Development and Communications, at +1-604-646-1890 or info@luminexresources.com. Please also visit the Luminex website at <https://luminexresources.com>

Neither the 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 news release.

Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities laws and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, respectively (collectively referred to herein as "forward-looking information"). Forward-looking information may be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "is expected", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "believes", or variations of such words and phrases or terminology which states that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". Forward-looking information in this news release includes: expected timing and completion of the Transaction; the strengths, characteristics and expected benefits and synergies of the Transaction; receipt of court approval; approval of the Transaction by Luminex shareholders and optionholders at the special meeting of Luminex securityholders; obtaining TSXV acceptance to complete the Transaction; certain officers of Luminex agreeing to receive the Change of Control Share Settlement, and obtaining TSXV acceptance to complete the Change of Control Share Settlement; the completion of the Concurrent Financing; the participation of the identified persons in the Concurrent Financing; the expected use of proceeds from the Concurrent Financing; the satisfaction of the Escrow Release Conditions; the conversion of the Subscription Receipts into shares of the Resulting Issuer; the exercise of the Over-Allotment Option; obtaining TSXV acceptance to complete the Concurrent Financing; the payment of commissions by Adventus with respect to the Concurrent Financing; the anticipated holdings of Ross Beaty and Altius after the completion of the Transaction; the completion of the Loan Amendment; obtaining TSXV acceptance to complete the Loan Amendment; the anticipated timing of the special meeting of Luminex securityholders to vote on the Transaction and the related management information circular; the expected delisting of the Luminex Shares from the TSXV; the composition of the Resulting Issuer board and management team; and the companies' assessments of, and expectations for, future periods. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances, including information in this news release regarding the Transaction and the Concurrent Financing, contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent the companies' expectations, estimates and projections regarding possible future events or circumstances. The forward-looking information included in this news release is based on the companies' opinions, estimates and assumptions in light of their experience and perception of historical trends, current conditions and expected future developments, their assumptions regarding the Transaction and the Concurrent Financing (including, but not limited to, their ability to close the Transaction and the Concurrent Financing on the terms contemplated, and to derive the anticipated benefits therefrom), as well as other factors that they currently believe are appropriate and reasonable in the circumstances. The forward-looking information contained in this news release is also based upon a number of assumptions, including the companies' ability to obtain the required securityholder, court and regulatory approvals in a timely matter, if at all; their ability to satisfy the terms and conditions precedent of the Arrangement Agreement in order to consummate the Transaction; their ability to satisfy the Escrow Release Conditions; assumptions in respect of current and future market conditions and the execution of the companies' business strategies, that operations in Adventus' and Luminex's properties will continue without interruption, and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated, intended or implied. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Forward-looking information is also subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, but are not limited to, failure to receive the required shareholder, court, regulatory and other approvals necessary to effect the Transaction; the potential for a third party to make a superior proposal to the Transaction; that the Resulting Issuer and its shareholders will not realize the anticipated benefits following the completion of the Transaction; that all tranches of the Concurrent Financing will not be completed; that the proceeds of the Concurrent Financing will not be used as announced; that the Loan Amendment will not be completed; that the special meeting of Luminex securityholders to vote on the Transaction will not occur at the anticipated timeframe; and those set forth under the caption "Risk Factors" in Adventus' annual information form, the companies' most recent respective management's discussion and analysis, and other documents filed with or submitted to the Canadian securities regulatory authorities on the SEDAR+ website at www.sedarplus.ca.

Although the companies have attempted to identify important risk factors that could cause actual results or future events to differ materially from those contained in forward-looking information, there may be other risk

factors not presently known to them or that they presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. 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 information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this news release represents the companies' expectations as of the date of this news release and is subject to change after such date. Adventus and Luminex each disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities laws. All of the forward-looking information contained in this news release is expressly qualified by the foregoing cautionary statements.

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