

# Goldsource Announces Filing of Management Information Circular for Special Meeting of Securityholders to Approve the Arrangement with Mako Mining

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- The Goldsource Board unanimously recommends that Securityholders vote FOR the Arrangement Resolution (as set out in the Circular) to Approve the Arrangement with [Mako Mining Corp.](#)
- Securityholders are encouraged to read the Special Meeting materials and vote well in advance of the proxy deadline of 10:00 a.m. (Pacific time) on June 12, 2024.
- Securityholders who have questions or need assistance with voting their securities should contact Goldsource's proxy solicitation agent and shareholder communications advisor Laurel Hill Advisory Group by telephone at 1-877-452-7184 or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

Vancouver, May 17, 2024 - [Goldsource Mines Inc.](#) (TSXV: GXS) (OTCQX: GXSFF) (FSE: G5MA) ("Goldsource" or the "Company") announced today that it has filed and mailed the management information circular (the "Circular") and related materials for the special meeting (the "Special Meeting") of shareholders and optionholders of the Company (the "Securityholders") to be held on Friday, June 14, 2024 at 10:00 a.m. (Vancouver Time) at 501-570 Granville Street, Vancouver, British Columbia, Canada, V6C 3P1. The materials will be available on Goldsource's website at [goldsourcemines.com/investors/sm/](http://goldsourcemines.com/investors/sm/) as well as under Goldsource's profile on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

## The Arrangement

On March 25, 2024, Goldsource entered into an arrangement agreement with Mako Mining Corp. ("Mako"), pursuant to which, subject to approval of the Securityholders and the terms and conditions of the arrangement agreement, Mako will acquire all of the issued and outstanding common shares of Goldsource (the "Goldsource Shares") by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement"). Pursuant to the Arrangement, Mako will acquire the Goldsource Shares on the basis of 0.22 of a common share of Mako in exchange for each Goldsource Share held at the effective time of the Arrangement (other than with respect to any Goldsource shareholders exercising dissent rights) (the "Consideration").

Securityholders can vote in advance of the proxy deadline by internet, telephone or mail, in accordance with the voting instructions provided on their form of proxy or voting instruction form. Alternatively, registered securityholders, and beneficial securityholders that have appointed themselves as proxyholders, may also vote in person at the Special Meeting.

## Goldsource Board Recommendation

The board of directors of Goldsource (the "Goldsource Board"), after receiving legal and financial advice in evaluating the Arrangement, has unanimously determined that the Arrangement is fair to Securityholders and is in the best interests of Goldsource. The Goldsource Board unanimously recommends that Securityholders vote FOR the Arrangement Resolution at the Special Meeting. Securityholders are encouraged to read the Circular and vote your securities as soon as possible. The deadline for voting your securities is at 10:00 a.m. (Pacific Time) on Wednesday, June 12, 2024.

## Reasons for the Recommendations of the Goldsource Board

- Participation by Goldsource Securityholders in Future Growth.
- Creation of a Growth-Focused Gold Producer with Direct Exposure to Robust Cash Flows Derived from Mako's High Grade and Low-Cost San Albino Gold Mine.
- Significant Upfront Premium to Goldsource Securityholders.

- Significant Combined Mineral Endowment with District-scale Exploration Potential.
- Management Strength and Integration, Leveraging Mako's Proven Engineering and Construction Team to Significantly Accelerate the Development of the Eagle Mountain Gold Project.
- Enhanced Capital Markets Profile with a Larger Market Capitalization, Transition to Gold Producer from Gold Explorer and Financial Support of Institutional Shareholder Base.
- High Value Proposition for Goldsource and its Stakeholders with reference to Strategic Alternatives.
- Detailed Review and Comprehensive Arm's Length Negotiations.
- Receipt of Fairness Opinion from SCP Resource Finance LP.

### **Securityholder Questions and Assistance**

Goldsource Securityholders who have any questions or require assistance with voting may contact Laurel Hill Advisory Group, Goldsource's proxy solicitation agent:

Laurel Hill Advisory Group

Toll Free: 1-877-452-7184 (for securityholders in North America)

International: +1 416-304-0211 (for securityholders outside Canada and the US)

By Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

### **ABOUT GOLDSOURCE MINES INC.**

[Goldsource Mines Inc.](http://www.goldsourcemines.com) ([www.goldsourcemines.com](http://www.goldsourcemines.com)) is a Canadian exploration company focused on the 100%-owned Eagle Mountain gold project in Guyana, South America. The Company is led by an experienced management team, proven in making precious metals exploration discoveries and executing on phased project development in the Americas.

Steve Parsons, Chief Executive Officer  
Goldsource Mines Inc.

### **For Further Information:**

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### **Cautionary Note Regarding Forward-Looking Statements**

*This news release contains "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information in this news release includes: expected timing of the Special Meeting and completion of the Arrangement; receipt of court approval; approval of the Arrangement by Securityholders at the Special Meeting; expectations regarding the potential benefits and synergies of the Arrangement and the ability of the combined company to successfully achieve business objectives, including integrating the companies or the effects of unexpected costs, liabilities or delays; expectations regarding mineral resources and future production; expectations regarding financial strength, free cash flow generation, trading liquidity, and capital markets profile; expectations regarding future exploration and development, growth potential for Mako's and Goldsource's operations; and the management's assessments of, and expectations for, future business activities and operating performance. 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 Arrangement, contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding possible future events or circumstances. The forward-looking information included in this news release is based on management's opinions, estimates and assumptions in light of their experience and perception of historical trends, current conditions and expected future developments, management's assumptions regarding the Arrangement (including, but not limited to, Goldsource's ability to close the Arrangement on the terms contemplated, and to derive the anticipated benefits therefrom), as well as other factors that management currently believes 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 Goldsource's ability to obtain the required securityholder, court and regulatory approvals in a timely matter, if at all; its ability to satisfy the terms and conditions precedent of the Arrangement Agreement in order to consummate the Arrangement; assumptions in respect of current and future market conditions and the execution of Goldsource's and Mako's business strategies, that operations in Mako's and Goldsource'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 securityholder, court, regulatory and other approvals necessary to effect the Arrangement; the potential for a third party to make a superior proposal; that Mako and its shareholders will not realize the anticipated benefits following the completion of the Arrangement; that the Special Meeting will not occur at the anticipated timeframe; and those risks as further set forth in the Circular and filed on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

Although Goldsource has 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 it or that it presently believes 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 Goldsource's expectations as of the date of this news release and is subject to change after such date. Goldsource disclaims 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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