

# Independent Proxy Advisory Firms, ISS and Glass Lewis, Recommend Goldsource Shareholders Vote FOR the Arrangement Resolution with Mako Mining Corp.

18.06.2024 | [Newsfile](#)

[Goldsource Mines Inc.](#) (TSXV: GXS) (OTCQX: GXSFF) (FSE: G5MA) ("Goldsource" or the "Company") is pleased to announce that Institutional Shareholder Services Inc. ("ISS") and Glass, Lewis & Co. ("Glass Lewis"), two leading independent proxy advisory firms, have each recommended that Goldsource shareholders ("Shareholders") vote "FOR" the Arrangement with Mako Mining Corp. ("Mako"), whereby Mako will acquire all of the issued and outstanding common shares of Goldsource by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement").

The ISS Report states, among other things, that "the arrangement carries sound strategic logic as the combined company is expected to deliver meaningful cost synergies while benefitting from a stronger financial position as compared to standalone GXS" and "in light of the premium, strategic rationale, financial going concern, and positive market reaction, shareholder approval of this resolution is warranted."

Glass Lewis has also released a report recommending that Shareholders vote FOR the Arrangement.

ISS and Glass Lewis are recognized as leading independent proxy and corporate governance advisory firms whose recommendations are relied upon by many major institutional investment firms, mutual and pension funds and other institutional shareholders.

## Goldsource Board Recommendation

The board of directors of Goldsource unanimously recommends that Goldsource shareholders and optionholders ("Securityholders") vote FOR the Arrangement Resolution to approve the Arrangement with Mako.

Full details of the proposed Arrangement, the text of the Arrangement Resolution, and voting instructions are set out in the Company's management information circular dated May 9, 2024 (the "Circular") and related proxy materials in respect of the special meeting of Securityholders (the "Special Meeting").

Please visit the Special Meeting page on our website for complete details and links to all relevant documents ahead of the Special Meeting at [goldsourcemines.com/investors/sm/](https://goldsourcemines.com/investors/sm/).

## Special Meeting Details

The upcoming Special Meeting will be held at 501-570 Granville Street, Vancouver, British Columbia, Canada, V6C 3P1 on Friday, June 21, 2024 at 10:00 a.m. (Vancouver time).

## Vote Today

Securityholders are encouraged to read the Special Meeting materials and vote in advance of the proxy deadline of 10:00 a.m. (Vancouver time) on Wednesday, June 19, 2024.

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.

## Securityholder Questions and Assistance

Goldsource Securityholders who have any questions about the information contained in this news release 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; 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 financial strength, free cash flow generation, trading liquidity, and capital markets profile; 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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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/473772--Independent-Proxy-Advisory-Firms-ISS-and-Glass-Lewis-Recommend-Goldsource-Shareholders-Vote-FOR-the-A>

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