

Sabre Gold Shareholders Approve Acquisition by Minera Alamos

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Toronto, January 14, 2025 - [Sabre Gold Mines Corp.](#) (TSX: SGLD) (OTCQB: SGLDF) ("Sabre Gold" or the "Company") is pleased to announce, pursuant to the special meeting (the "Meeting") of shareholders of Sabre ("Shareholders") held earlier today at the offices of Peterson McVicar LLP, that the Shareholders have overwhelmingly approved all items of business placed before the Meeting, including the previously-announced plan of arrangement pursuant to which [Minera Alamos Inc.](#) (TSXV: MAI) ("Minera Alamos") will acquire all the issued and outstanding shares of the Sabre at an exchange rate of 0.693 common shares in the capital of Minera Alamos for each common share (a "Share") in the capital of Sabre (the "Arrangement").

The Meeting was called for Shareholders to consider and, if deemed advisable, approve (a) the Arrangement, and (b) the issuance of 30,490,883 Shares to settle approximately \$9.5 million of obligations owed by Sabre to certain creditors at a deemed price of \$0.3108 per Share (the "Debt Settlements"). The completion of the Debt Settlements is a condition to the completion of the Arrangement.

A total of [33,956,540] Sabre were represented at the Meeting, in person or by proxy, representing approximately 42.632% of the total number of issued and outstanding Shares outstanding as of the record date for the Meeting.

The resolution approving the Arrangement (the "Arrangement Resolution") was overwhelmingly approved at the Meeting by (i) 99.814% of the votes cast by Shareholders voting in person or represented by proxy at the Meeting, and (ii) 99.641% of the votes cast by the Shareholders (the "Disinterested Shareholders") voting in person or represented by proxy at the Meeting, excluding the Shares required to be excluded under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions, being all Shares held by Mr. Claudio Ciavarella and Mr. Fahad Al Tamimi.

To be effective, the Arrangement Resolution required the affirmative vote of at least (i) two-thirds of the votes cast by the Shareholders, present or represented by proxy at the Meeting, and (ii) a simple majority of the votes cast by the Disinterested Shareholders, present or represented by proxy at the Meeting. Accordingly, and given the approval of the Debt Settlement Resolution (as defined below), all Shareholder approvals required in order to proceed with the Arrangement have been obtained.

The resolution approving the Debt Settlements (the "Debt Settlement Resolution") was overwhelmingly approved at the Meeting by 99.347% of the votes cast by the Disinterested Shareholders voting in person or represented by proxy at the Meeting.

To be effective, the Debt Settlement Resolution required the affirmative vote of a simple majority of the votes cast by the Disinterested Shareholders, present or represented by proxy at the Meeting. Accordingly, the requisite Shareholder approval of the Debt Settlement Resolution has been obtained.

The Plan of Arrangement is expected to become effective on or about January 27, 2025, subject to, among other things, Sabre 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. It is expected that, within two to three business days following the completion of the Arrangement, the Sabre Shares will be delisted from the Toronto Stock Exchange.

Additional details about the Arrangement and the Arrangement Resolution, and the Debt Settlements and Debt Settlement Resolution, can be found in the management information circular of Sabre dated December 3rd, 2024, a copy of which is available on SEDAR+ (www.sedarplus.ca) under Sabre's issuer profile.

About Sabre Gold Mines Corp.

Sabre Gold is a near-term gold producer in North America which holds 100% ownership of both the fully licensed and permitted Copperstone gold mine located in Arizona, United States. Management intends to restart production at Copperstone in the near term. Sabre Gold also holds other investments and projects at varying stages of development.

Copperstone has approximately 300,000 ounces of gold in the Measured and Indicated categories, and approximately 197,000 ounces of gold in the Inferred category. Additionally, Copperstone has considerable existing operational infrastructure as well as significant exploration upside. Sabre Gold is led by an experienced team of mining professionals with backgrounds in exploration, mine building and operations.

For further information please visit the Sabre Gold Mines Corp. website: (www.sabre.gold).

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Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking information under Canadian securities legislation including the anticipated date of completion of the Arrangement and any other statements concerning the Arrangement and Debt Settlements. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Such statements are based on current expectations, are subject to a number of uncertainties and risks, and actual results may differ materially from those contained in such statements. These uncertainties and risks include but are not limited to: third party and regulatory approvals and the satisfaction of all applicable conditions. Risks and uncertainties about Sabre Gold's business are more fully discussed in the Company's disclosure materials, including its annual information form and MD&A, filed with the securities regulatory authorities in Canada and available at www.sedar.com and readers are urged to read these materials. Sabre Gold assumes no obligation to update any forward-looking statement or to update the reasons why actual results could differ from such statements unless required by law.

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