

# Canadian Gold Corp. Announces Shareholders Approve Arrangement with McEwen

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Flin Flon, December 5, 2025 - [Canadian Gold Corp.](#) (TSXV: CGC) ("Canadian Gold") is pleased to announce that at a special meeting of its shareholders (the "Meeting") held on December 5, 2025, shareholders overwhelmingly approved the special resolution authorizing the previously announced business combination with McEwen Inc. (NYSE: MUX) (TSX: MUX) ("McEwen") to be completed by way of statutory plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia).

The Arrangement was approved by 99.998% of the votes cast by shareholders present in person or represented by proxy at the Meeting. In addition, as required by Multilateral Instrument 61-101 of the Canadian Securities Administrators ("MI 61-101"), the Arrangement was also approved by 99.996% of the votes cast by disinterested shareholders, after excluding the 79,681,855 votes held by "interested parties" (as defined under MI 61-101). The total votes cast in favour of the Arrangement represented approximately 64.79% of Canadian Gold's total issued and outstanding common shares.

Under the terms of the arrangement agreement dated October 10, 2025 between Canadian Gold and McEwen (the "Arrangement Agreement"), which was negotiated at arms-length, each holder of a common share of Canadian Gold (each, a "Canadian Gold Share") will receive 0.0225 common shares of McEwen for each Canadian Gold Share held.

Canadian Gold is also pleased to announce that it has obtained conditional approval from the TSX Venture Exchange with respect to the Arrangement, subject to customary conditions. Canadian Gold anticipates attending the British Columbia Supreme Court on or about December 10, 2025 to obtain the final order of the Court.

Completion of the Arrangement remains subject to the satisfaction of customary conditions applicable to transactions of this nature, including receipt of requisite court and stock exchange approvals. If all necessary approvals are obtained and the conditions to the Arrangement are met or waived, the Arrangement is anticipated to close on or about January 5, 2026.

## About Canadian Gold

Canadian Gold Corp. is a Canadian-based mineral exploration and development company whose objective is to expand the high-grade gold resource at the past producing Tartan Mine, located in Flin Flon, Manitoba. The historic Tartan Mine currently has a 2017 indicated mineral resource estimate of 240,000 oz gold (1,180,000 tonnes at 6.32 g/t gold) and an inferred estimate of 37,000 oz gold (240,000 tonnes at 4.89 g/t gold). (Tartan Lake Project Technical Report, Manitoba, Canada, April 2017 authored by Mining Plus Canada Consulting Ltd.). The Company also holds a 100% interest in greenfield exploration properties in Ontario and Quebec adjacent to some of Canada's largest gold mines and development projects, specifically, the Canadian Malartic Mine (QC), the Hemlo Mine (ON) and Hammond Reef Project (ON). McEwen holds a 5.6% interest in Canadian Gold, and Robert McEwen, the founder and former CEO of Goldcorp, and Chairman and CEO of McEwen, holds a 32.5% interest in Canadian Gold.

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Social Media Accounts:

X (Twitter)

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Neither the NYSE, TSX or TSX-V have reviewed and do not accept responsibility for the adequacy or accuracy of the contents of this news release, which has been prepared by the management of McEwen and Canadian Gold.

#### Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

In this news release, forward-looking statements relate to, among other things, statements regarding: the Arrangement; the Arrangement Agreement; the receipt of necessary court and regulatory approvals for the Arrangement; the anticipated timeline for completing the Arrangement; the terms and conditions pursuant to which the Arrangement will be completed, if at all; the anticipated benefits of the Arrangement including, but not limited to McEwen having a 100% interest in the Tartan Mine; expectations regarding the combined company; the future financial and operational performance of the combined company; the combined company's exploration and development programs; and potential future revenue and cost synergies resulting from the Arrangement. These forward-looking statements are not guarantees of future results and involve risks and uncertainties that may cause actual results to differ materially from the potential results discussed in the forward-looking statements.

In respect of the forward-looking statements concerning the Arrangement and the anticipated timing for completion of the Arrangement including, but not limited to the expectation of McEwen having a 100% interest in the Tartan Mine, McEwen and Canadian Gold have relied on certain assumptions that they believe are reasonable at this time, including assumptions as to the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court, stock exchange and other third party approvals and the ability of the parties to satisfy, in a timely manner, the other conditions to the completion of the Arrangement. This timeline may change for a number of reasons, including inability to secure necessary regulatory, court, stock exchange or other third-party approvals in the time assumed or the need for additional time to satisfy the other conditions to the completion of the Arrangement. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times.

Risks and uncertainties that may cause such differences include but are not limited to: the risk that the Arrangement may not be completed on a timely basis, if at all; the conditions to the consummation of the Arrangement may not be satisfied; the risk that the Arrangement may involve unexpected costs, liabilities or delays; the possibility that legal proceedings may be instituted against the McEwen, Canadian Gold and/or others relating to the Arrangement and the outcome of such proceedings; the possible occurrence of an event, change or other circumstance that could result in termination of the Arrangement; risks relating to the failure to obtain necessary court approval; other risks inherent in the mining industry. Failure to obtain the requisite approvals, or the failure of the parties to otherwise satisfy the conditions to or complete the Arrangement, may result in the Arrangement not being completed on the proposed terms, or at all. In addition, if the Arrangement is not completed, the announcement of the Arrangement and the dedication of substantial resources of McEwen and Canadian Gold to the completion of the Arrangement could have a material adverse impact on each of McEwen's and Canadian Gold's share price, its current business relationships and on the current and future operations, financial condition, and prospects of each McEwen and Canadian Gold.

Canadian Gold expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required

by applicable securities legislation.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/277054>

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