

# Probe Gold Inc. Announces Receipt of Shareholder Approval for Proposed Plan of Arrangement with Fresnillo

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[Probe Gold Inc.](#) ("Probe" or the "Company") (TSX: PRB) (OTCQB: PROBF) is pleased to announce that at the special meeting of Probe's shareholders (the "Shareholders") held on January 13, 2026 (the "Meeting"), the shareholders voted in favour of the special resolution (the "Arrangement Resolution"), approving the previously announced plan of arrangement (the "Arrangement") involving the Company, [Fresnillo Plc](#), Prestadora de Servicios Jarillas, S.A. de C.V. and Fresnillo Quebec Acquisition Inc. (the "Purchaser"), pursuant to which all of the issued and outstanding shares in the capital of the Company (the "Shares") will be acquired by the Purchaser for cash consideration of \$3.65 per Share.

The Arrangement Resolution required approval of not less than (i) 66% of the votes cast by the Shareholders present in person or represented by proxy at the Meeting, and (ii) a simple majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting (excluding Shares held by certain directors and senior officers of the Company, whose Shares were required to be excluded pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (the "Minority Shares")). Details on the voting results at the Meeting are below:

#### *Total Shares Voted*

Total Shares voted at the Meeting	140,801,231
Total Shares voted FOR the Arrangement Resolution	124,785,713
Percent of Shares voted FOR the Arrangement Resolution	88.63 %

#### *Minority Shares Voted*

Minority Shares voted at the Meeting	133,909,592
Minority Shares voted FOR the Arrangement Resolution	117,894,074
Percent of Minority Shares voted FOR the Arrangement Resolution	88.04 %

A report of voting results for the Meeting will be filed under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Probe anticipates returning to the Ontario Superior Court of Justice (Commercial List) (the "Court") on January 19, 2026 to seek a final order of the Court approving the Arrangement. Completion of the Arrangement remains subject to customary closing conditions, including approval of the Court. Completion of the Arrangement is expected to occur on or around January 21, 2026, subject to the satisfaction or waiver of the final outstanding conditions.

#### **About Probe Gold Inc.**

Probe Gold Inc. is a leading Canadian gold exploration company focused on the acquisition, exploration, and development of highly prospective gold properties. The Company is well-funded and dedicated to exploring and developing high-quality gold projects. Notably, it owns 100% of its flagship asset, the multimillion-ounce Novador Gold Project in Québec, as well as an early-stage Detour Gold Quebec project. Probe controls a large land package of approximately 1,798-square-kilometres of exploration ground within some of the most prolific gold belts in Québec.

On behalf of Probe Gold Inc.,

Dr. David Palmer,  
President & Chief Executive Officer

## **For further information:**

Please visit our website at [www.probegold.com](http://www.probegold.com) or contact:  
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## **Forward-Looking Information**

*This press release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information") within the meaning of applicable securities laws. This forward-looking information is identified by the use of terms and phrases such as "may", "would", "should", "could", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", or "continue", the negative of these terms and similar terminology, including references to assumptions, although not all forward-looking information contains these terms and phrases. These statements include, without limitation, statements regarding the timing of the closing of the Arrangement.*

*In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances.*

*Forward-looking information is based on management's beliefs and assumptions and on information currently available to management, and although the forward-looking information contained herein is based upon what we believe are reasonable assumptions, investors are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking information.*

*Forward-looking information involves known and unknown risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, the risk factors described in greater detail under "Risk Factors" of the Company's management information circular relating to the Meeting filed on SEDAR+. These risks and uncertainties further include (but are not limited to) as concerns the Arrangement, the failure of the parties to obtain the necessary approval of the Court or to otherwise satisfy the conditions to the completion of the Arrangement, failure of the parties to obtain such approvals or satisfy such conditions in a timely manner, significant Arrangement costs or unknown liabilities, failure to realize the expected benefits of the Arrangement, and general economic conditions. Failure to obtain the necessary approval of the Court, or the failure of the parties to otherwise satisfy the conditions to the completion of the Arrangement or to 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, and the Company continues as a publicly-traded entity, there are risks that the announcement of the proposed Arrangement and the dedication of substantial resources of the Company to the completion of the Arrangement could have an impact on its business and strategic relationships (including with future and prospective employees, customers, suppliers and partners), operating results and activities in general, and could have a material adverse effect on its current and future operations, financial condition and prospects.*

*Consequently, all of the forward-looking information contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained herein represents our expectations as of the date hereof or as of the date it is otherwise stated to be made, as applicable, and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or amend such forward-looking information whether as a result of new information, future events or otherwise, except as may be required by applicable law.*

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