

# Agnico Eagle To Acquire Aurion Resources In All-cash Transaction For Approximately C\$481 Million

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- Aurion shareholders to receive all-cash consideration of C\$2.60 per Aurion Share
- Purchase price represents premium of approximately 46% to the closing price as of April 17, 2026
- Aurion board unanimously recommends Aurion shareholders vote in FAVOUR of the Transaction

[Aurion Resources Ltd.](#) (TSXV: AU) (OTCQX: AIRRF) ("Aurion") is pleased to announce that it has entered into a definitive arrangement agreement (the "Arrangement Agreement") pursuant to which [Agnico Eagle Mines Ltd.](#) (TSX: AEM) NYSE ("Agnico Eagle") has agreed to acquire all of the issued and outstanding common shares of Aurion (the "Aurion Shares") other than the Aurion Shares currently held by Agnico Eagle, by way of a statutory plan of arrangement under the Business Companies Act (British Columbia) (the "Transaction").

Agnico Eagle is Canada's largest mining company and the second largest gold producer in the world, operating mines in Australia, Finland and Mexico. Agnico Eagle is advancing a pipeline of high-quality development projects in these regions to support sustainable growth over the next decade. The Transaction will expand Agnico Eagle's exploration footprint in the Lapland Greenstone Belt in Finland ("CLGB") and builds on more than 20 years of experience in the region, including past exploration, construction and mining operations. Agnico Eagle is well positioned to responsibly advance the acquired projects through its established management, technical and exploration expertise, and strong relationships with governments, local communities and suppliers.

## Property Highlights

Aurion has assembled a large, contiguous land position of approximately 761 km<sup>2</sup> within the CLGB, including its joint venture properties with [B2Gold Corp.](#) (the "Fingold JV"; 30% Aurion/70% B2Gold), Kinross Gold and KoBold Metals in Finland. These properties provide significant exploration upside across multiple targets, with over 20 discoveries since 2016.

- Risti property (100% owned) - The geologic setting and the style of mineralization at Kaaresselkä and Aamurusko include several recent and past discoveries such as Helmi (Fingold JV) and Ikkari (Rupert Resources) as well as the past Saattopora mine. The discovery hole at Aamurusko returned 789.06 grams per tonne ("g/t") gold over 2.90 metres and 116.10 m. Recent drilling at Kaaresselkä continued to grow the mineralized system along 1.4 kilometres of strike length and depth, with highlight intercepts of 10.93 g/t gold over 5.00 m from 289.90 m and 4.42 g/t gold over 32.55 m from 289.90 m.
- Fingold JV - The joint venture covers approximately 290 km<sup>2</sup> along the major crustal scale Sirkka Shear Zone in the CLGB and includes a number of discoveries such as Helmi (2.05 g/t gold over 77.50 m), Kutuvuoma (16.47 g/t gold over 10.00 m), Soretiavuoma (48 g/t gold over 1.1 m), Sinermä (0.54 g/t gold over 40.2 m) and Kettukuusikko (4.33 g/t gold over 10.00 m).

Aurion and the Fingold JV have continuously demonstrated strong potential in this under-explored part of the CLGB. All occurrences remain open for growth, having only been explored from surface to less than 300 m depth.

## Transaction Highlights

- Holders of Aurion Shares ("Aurion Shareholders") to receive C\$2.60 per Aurion Share (the "Consideration") payable for an aggregate purchase price of approximately C\$481 million on a fully-diluted basis.
- The Consideration represents approximately a 46% premium based on the closing price of the Aurion Shares on the Venture Exchange (the "TSXV") on April 17, 2026, and approximately a 45% premium based on the 20-day volume-weighted average price ("VWAP") of the Aurion Shares as at that date.
- The board of directors of Aurion (the "Board") unanimously recommends that Aurion Shareholders vote in favour of the Transaction.

- All directors and officers of Aurion collectively holding approximately 10.8% of the issued and outstanding Aurion entered into voting support agreements with Agnico Eagle pursuant to which they have agreed to, among other things, vote in favour of the Transaction, and Adrian Day Asset Management has agreed to vote or cause to be voted up to approximately 5.1% of the issued and outstanding Aurion Shares in favour of the Transaction.
- Subject to the various approvals required, the Transaction is expected to close early in the third quarter of 2026.

Aurion's Chief Executive Officer, Matti Talikka, commented: "We are pleased to deliver this outcome to Aurion stakeholders. The all-cash offer is at an attractive premium to Aurion's recent trading range. Since 2014, Aurion's dedicated team has explored Northern Finland with a view to create and deliver value to our shareholders and local stakeholders. Agnico Eagle, with its local experience and strong track record in operating in the region, is best positioned to continue the path towards further discoveries and development."

#### Key Benefits to Aurion Shareholders

- Offers a significant premium to Aurion Shareholders.
- All-cash offer that is not subject to a financing condition.
- Aurion Shareholders to realize immediate liquidity and certainty of value for their entire investment.
- Removes future equity dilution, commodity, construction and execution risk.

#### Special Committee and Board Recommendations

A special committee (the "Special Committee") of independent directors of the Board was established to consider and recommend the Transaction. In connection with its review and consideration of the Transaction, the Special Committee engaged Haywood Securities Inc. ("Haywood") to act as independent financial advisor to the Special Committee. Haywood orally delivered its opinion to the Special Committee stating that, as of the date of the opinion and based upon and subject to the assumptions, limitations, qualifications and other matters set forth in the opinion, the Consideration to be received by the Aurion Shareholders (other than Agnico Eagle) under the Transaction is fair, from a financial point of view, to such Aurion Shareholders. Haywood will receive a fixed fee for its services that is not dependent on completion of the Transaction.

Following consideration of various factors, including receipt of the fairness opinion from Haywood, and in consultation with its financial and legal advisors, the Special Committee unanimously determined that the Transaction is fair and reasonable to the Aurion securityholders and in the best interests of Aurion. Accordingly, the Special Committee unanimously recommended that the Board (a) approve the Arrangement Agreement; and (b) recommend that the applicable Aurion securityholders vote in favour of the Transaction.

Following a review of the terms of the Transaction, the unanimous recommendation of the Special Committee, and receipt of an oral fairness opinion from Stifel Nicolaus Canada Inc. ("Stifel Canada"), and in consultation with its financial and legal advisors, the Board (excluding the directors required to abstain from voting) unanimously determined that the Transaction is fair and reasonable to the Aurion securityholders (other than Agnico Eagle) and in the best interests of Aurion, and resolved to recommend that the applicable Aurion securityholders vote in favour of the Transaction at the Special Meeting.

#### Transaction Details

The Transaction will be subject to the approval of: (i) at least two-thirds of the votes cast by Aurion Shareholders present in person or represented by proxy at the special meeting of Aurion Shareholders to be held to consider the Transaction and approve the Arrangement (the "Special Meeting"); (ii) at least two-thirds of the votes cast by Aurion Shareholders and holders of warrants exercisable for Aurion Shares (the "Aurion Warrants"), in each case, present in person or represented by proxy at the Special Meeting, voting as a single class; and (iii) a simple majority of the votes cast by Aurion Shareholders at the Special Meeting, excluding votes from certain shareholders, as required under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions. The Transaction is also subject to customary conditions, including approval of the Supreme Court of British Columbia. Subject to satisfaction of such conditions, Aurion expects to hold the Special Meeting to consider the Transaction in June 2026.

Pursuant to the terms of the Transaction, holders of the Aurion Warrants will receive a cash amount per Warrant equal to the in-the-money amount of each Warrant.

The Arrangement Agreement provides for customary deal protection provisions, including non-solicitation covenants of the "fiduciary out" provisions in favour of Aurion. In addition, the Arrangement Agreement provides for a termination fee of 0

payable by Aurion if it accepts a superior proposal and in certain other specified circumstances. Each of Aurion and Agnico Eagle has made customary representations and warranties and covenants in the Arrangement Agreement, including covenants regarding the conduct of Aurion's business prior to the closing of the Transaction.

In connection with the Transaction, each of the directors and officers of Aurion, who collectively own or exercise control over approximately 10.8% of the issued and outstanding Aurion Shares have entered into voting support agreements (collectively "Voting Support Agreements") with Agnico Eagle, pursuant to which each of them has agreed, among other things, to vote their Aurion Shares (including any Aurion Shares issued upon the exercise of any securities convertible, exercisable or exchangeable into Aurion Shares) in favour of the Transaction. In addition, Adrian Day Asset Management has entered into a Voting Support Agreement with Agnico Eagle, pursuant to which it has agreed, among other things, to vote or cause to vote to approximately 5.1% of the issued and outstanding Aurion Shares in favour of the Transaction.

Agnico Eagle currently owns approximately 11.1 million Aurion Shares and approximately 5.5 million Aurion Warrants that it has the right to exercise prior to the Special Meeting. Following the exercise of the Aurion Warrants, Agnico Eagle will hold an aggregate of approximately 16.6 million Aurion Shares representing approximately 9.9% of the Aurion Shares outstanding on a non-diluted basis. Agnico Eagle intends to vote each of the Aurion Shares it owns in favour of the Transaction.

Subject to the satisfaction of all conditions to closing set out in the Arrangement Agreement, it is anticipated that the Transaction will be completed early in the third quarter of 2026. Upon closing of the Transaction, it is expected that the Aurion Shares will be delisted from the TSXV and that Aurion will cease to be a reporting issuer under applicable Canadian securities laws.

The foregoing summary is qualified in its entirety by the provisions of the applicable documents. A copy of the fairness opinion of Stifel Canada, Haywood and Stifel Canada, and a description of the various factors considered by the Special Committee and the Board of Directors of Aurion in its respective determination to approve the Transaction, as well as other relevant background information, will be included in the management information circular (the "Circular") that will be prepared and mailed to Aurion Shareholders and holders of Aurion Warrants in connection with the Special Meeting. Copies of the Circular, the Arrangement Agreement, the plan of arrangement, the Voting Support Agreements and certain related documents will, in due course, be filed with the applicable Canadian securities regulators and will be available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under Aurion's issuer profile.

#### Advisors and Counsel

Stifel Canada is acting as financial advisor to Aurion and Haywood is acting as financial advisor to the Special Committee. Piper (Canada) LLP and Graham Scott Law Corporation are acting as legal advisors to Aurion and WeirFoulds LLP is acting as legal advisor to the Special Committee.

Edgehill Advisory Ltd. and TD Securities Inc. are acting as financial advisors to Agnico Eagle. Davies Ward Phillips & Venner LLP is acting as legal advisor to Agnico Eagle.

#### About Aurion Resources Ltd.

Aurion is a Canadian exploration company listed on the TSXV and the OTCQX Best Market. Aurion's strategy is to generate value through the acquisition of early-stage precious metals exploration opportunities and advance them through direct exploration by our experienced team or by business partnerships and joint venture arrangements. Aurion's current focus is exploring on its Risti project and advancing its joint venture properties with B2Gold Corp., Kinross Gold and KoBold Metals in Finland.

On behalf of Aurion Resources Ltd,

Matti Talikka, Chief Executive Officer, Director

#### Qualified Person

The scientific and technical content of this news release has been reviewed and approved by Andrew Hussey, P.Geo., Geologist and Database Manager for Aurion Resources, who is a "qualified person" within the meaning of National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

## Cautionary Statement Regarding Forward-Looking Statements

Certain of the statements and information in this news release constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian provincial securities laws. Forward-looking statements and information can be identified by statements that describe actions, events or results "could", "may", "should", "will" or "would" be taken, occur or achieved. All statements, other than statements of historical fact, are forward-looking statements or information. Forward-looking statements or information in this news release relate to, among other things: the proposed acquisition by Agnico Eagle of all of the Aurion Shares and the terms of the Transaction; statements regarding the anticipated benefits of the Transaction for Aurion; the anticipated filing of materials on SEDAR+ for the approval of the Transaction by Aurion Shareholders; regulatory approvals and closing conditions to the Transaction; the anticipated date of completion of the Transaction; the expectation that the Aurion Shares will be delisted from the TSXV and that Aurion will cease to be a reporting issuer under applicable Canadian securities laws and other statements that are not historical facts.

The forward-looking statements and information contained in this news release reflect Aurion's current views with respect to future events and are necessarily based upon a number of assumptions that, while considered reasonable by Aurion, are inherently uncertain and subject to significant operational, business, economic and regulatory uncertainties and contingencies.

Aurion cautions the reader that forward-looking statements and information involve known and unknown risks, uncertainties and other factors that may cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements or information contained in this news release and Aurion has made assumptions and estimates in connection with or related to many of these factors. In addition, in connection with the forward-looking statements contained in this news release, Aurion has made certain assumptions, including the ability of the parties to receive, in a timely manner and on the proposed terms, the necessary regulatory, court and shareholder approvals; the ability of the parties to satisfy, in a timely manner, the conditions for the completion of the Transaction, and other expectations and assumptions concerning the proposed Transaction. The anticipated dates indicated may change for a number of reasons, including the necessary regulatory, shareholder and court approvals, the necessity to extend the time limits for satisfying the other conditions for the completion of the proposed Transaction or the ability of the Board to consider and approve, subject to compliance by Aurion of its obligations under the Arrangement Agreement, a superior proposal for Aurion. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking financial information and statements are the following: the failure of the parties to obtain the necessary shareholder, regulatory and court approvals or to otherwise satisfy the conditions for the completion of the Transaction; the failure of the parties to obtain such approvals or satisfy such conditions in a timely manner; significant transaction costs and liabilities; the ability of the Board to consider and approve, subject to compliance by Aurion with its obligations under the Arrangement Agreement, a superior proposal for Aurion; the failure to realize the expected benefits of the Transaction; the announcement of the Transaction on the ability of Aurion to retain and hire key personnel and maintain business relationships in the market price of the Aurion Shares and business generally; potential legal proceedings relating to the Transaction and the outcome of any such legal proceeding; the inherent risks, costs and uncertainties associated with transitioning the business to the new owners successfully and risks of not achieving all or any of the anticipated benefits of the Transaction, or the risk that the anticipated benefits of the Transaction may not be fully realized or take longer to realize than expected; the occurrence of any event or other circumstances that could give rise to the termination of the Arrangement Agreement and general economic conditions that could impede the ability of the parties to obtain the necessary shareholder, regulatory and court approvals, or the failure of the parties to otherwise satisfy the conditions for the completion of the Transaction or to complete the Transaction, may result in the Transaction not being completed on the proposed terms or at all. In addition, if the Transaction is not completed, and Aurion continues as an independent entity, the announcement of the Transaction and the dedication of substantial resources by Aurion to the completion of the Transaction 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 Aurion's current and future operations, financial condition and prospects. Additional risks, uncertainties and other factors are identified in Aurion's most recent management's discussion and analysis, which has been filed with the Canadian provincial securities regulatory authorities, as applicable.

Although Aurion has attempted to identify important factors that could cause actual results to differ materially from those projected or implied by the forward-looking statements and information, this list is not exhaustive and there may be other factors that could cause actual results not to be as anticipated, estimated, described or intended. Investors should use caution when considering, and should not place undue reliance on any, forward-looking statements and information. Forward-looking statements and information are intended to help readers understand Aurion's current views in respect of the Transaction and related matters and may not be appropriate for other purposes. Aurion does not intend, nor does it assume any obligation to update or revise forward-looking statements or information, whether as a result of new information, changes in assumptions, future events or otherwise, except to the extent required by law.

This news release does not constitute (and may not be construed to be) a solicitation or offer by Aurion or any of its directors, officers, employees, representatives or agents to buy or sell any securities of any person in any jurisdiction, or a solicitation of a proxy of any securityholder of any person in any jurisdiction, in each case, within the meaning of applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

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**Contact**

For further information on Aurion, please contact: Mark Santarossa, Vice President, Corporate Development, at +1 (416) 371-1325 or [msantarossa@aurionresources.ca](mailto:msantarossa@aurionresources.ca)

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