

Rupert Resources Announces Mailing and Filing of Management Information Circular and Receipt of Interim Order in Connection With Previously Announced Acquisition by Agnico Eagle

13.05.2026 | [Business Wire](#)

[Rupert Resources Ltd.](#) (TSX: RUP, OTCQX: RUPRF, FSE:R05) ("Rupert" or the "Company") announced today that it has filed and is in the process of mailing its management information circular (the "Circular") and related materials for the special meeting (the "Meeting") of holders ("Shareholders") of its common shares (the "Shares"), the holders ("Optionholders") of options to purchase Shares ("Options"), the holders ("DSU Holders") of its deferred share units ("DSUs"), the holders ("PSU Holders") of its performance share units ("PSUs") and the holders ("RSU Holders" and, collectively with the Shareholders, Optionholders, DSU Holders and PSU Holders, the "Securityholders") of its restricted share units ("RSUs" and, collectively with the Shares, Options, DSUs and PSUs, the "Securities") to be held to approve the previously announced plan of arrangement (the "Arrangement") pursuant to which, among other things, [Agnico Eagle Mines Ltd.](#) (NYSE: AEM, TSX: AEM) ("Agnico Eagle") will acquire all of the issued and outstanding Shares that it does not already own. All dollar amounts in this news release are stated in Canadian dollars.

The Consideration

Pursuant to the Arrangement, each Share will be exchanged for: (i) upfront consideration of 0.0401 of a common share of Agnico Eagle (the "Share Consideration"); and (ii) contingent consideration of up to \$3.00, in the form of a contingent value right (a "CVR", and together with the Share Consideration, the "Consideration"), that is payable in cash upon certain milestones being achieved over the 10 year term of the CVR, all as more particularly described in the Circular.

Unanimous Board Recommendation

The Board of Directors of Rupert (the "Board") (with Agnico Eagle's nominee director recusing herself), after careful consideration and having received the unanimous recommendation of the special committee of the Board comprised of independent directors (the "Special Committee") and advice from Rupert's legal and financial advisors, the Formal Valuation and the Fairness Opinions (each as defined below), unanimously recommends that Securityholders vote FOR the Arrangement.

Reasons for the Recommendation

In reaching the conclusion to recommend that Securityholders vote FOR the Arrangement, the Board (with Agnico Eagle's nominee director recusing herself), on the recommendation of the Special Committee, with the assistance of its outside legal and financial advisors, carefully reviewed, considered and relied upon a number of factors, including, among others, the following:

- **Significant Premium to Market Price.** The Share Consideration represents a significant and attractive premium of approximately 67% to the closing price of the Shares on the Toronto Stock Exchange as of April 17, 2026, being the last trading day prior to the date of the arrangement agreement entered into by the Company and Agnico Eagle (the "Arrangement Agreement").

- Ability to Participate in Future Potential Growth of Agnico Eagle while Retaining Exposure to Rupert's Properties. By receiving the Share Consideration and a CVR, Shareholders will have an opportunity to retain exposure to the mining rights 100% owned by the Company as of the date of the Arrangement Agreement (the "Acquired Property"), including the prospect of additional upside through the CVR if the CVR payment conditions are achieved, while gaining exposure to Agnico Eagle, a top-tier senior gold producer, offering enhanced scale and exposure to a diversified portfolio of high-quality operating mines and development projects.
- De-risking. The business, operations, assets, financial condition, operating results and prospects of the Company are subject to significant uncertainty, including risks associated with the Company's dependency on the development of the Company's 100% owned Ikkari gold deposit situated within the Rupert Lapland Project Area in the Central Lapland Greenstone Belt in northern Finland (the "Ikkari Project") for its future operating revenue. The Board believes that the Consideration is more favourable to Shareholders than continuing with the Company's current business plan, including the inherent risks associated with ownership of a single-asset, exploration stage mining company, after taking into account the potential for such business plan to realize equivalent value through the continued exploration and potential development of the Ikkari Project.
- Agnico Eagle ideally positioned to advance the Company's property. With Agnico Eagle's established presence in Finland via its Kittilä mine, access to capital, extensive regional infrastructure and resources, Agnico Eagle is ideally positioned to optimize and advance the Ikkari Project and is positioned to deliver value and certainty to all Company stakeholders.
- Origin Formal Valuation and Fairness Opinion. Origin Merchant Partners ("Origin"), the Special Committee's financial advisor and independent valuator, has delivered to the Special Committee and the Board a valuation (the "Formal Valuation") concluding that, as of April 17, 2026 and based upon and subject to the analyses, assumptions, limitations and qualifications set forth in the Formal Valuation, the fair market value of the Shares was in the range of \$9.00 to \$12.50 per Share and the fair market value of the CVRs was in the range of \$0.40 to \$0.90 per CVR. The Consideration being offered to Shareholders (other than Agnico Eagle and its affiliates) under the Arrangement is at the top of end of Origin's valuation range. In addition, Origin delivered to the Special Committee and the Board a fairness opinion (the "Origin Fairness Opinion") providing that, as of April 17, 2026 and based upon and subject to various assumptions, limitations, qualifications and other matters set forth in the Origin Fairness Opinion, the Consideration to be received by Shareholders (other than Agnico Eagle and its affiliates) under the Arrangement was fair, from a financial point of view, to such Shareholders.
- Additional Fairness Opinion. BMO Nesbitt Burns Inc., the Company's financial advisor, also delivered to the Special Committee and the Board a fairness opinion (the "BMO Fairness Opinion" and together with the Origin Fairness Opinion, the "Fairness Opinions") providing that, as of April 17, 2026, and based upon and subject to various assumptions, limitations, qualifications and other matters set forth in the BMO Fairness Opinion, the Consideration to be received by Shareholders (other than Agnico Eagle and its affiliates) under the Arrangement was fair, from a financial point of view, to such Shareholders.
- Support of all Directors and Senior Officers and certain shareholders of the Company. Agnico Eagle has entered into a voting support agreement with each of the directors and senior officers of Rupert (other than Agnico Eagle's nominee director) and certain significant shareholders, collectively representing approximately 28.75% of the issued and outstanding Shares (on a non-diluted basis).

A full description of the factors considered by the Special Committee and the Board is included in the Circular under the heading "The Arrangement - Reasons for the Recommendations".

Meeting Information and Circular

The Meeting is scheduled to be held virtually via live audio webcast available online at meetnow.global/MQNJC67 on June 9, 2026 at 10:30 a.m. (Toronto Time). The Board has fixed the close of business (Toronto Time) on May 1, 2026 as the record date (the "Record Date") for the determination of Securityholders entitled to receive notice of and to vote at the Meeting and any postponement or adjournment of the Meeting.

In order to proceed, the Arrangement must be approved by not less than (i) 66% of the votes cast by Shareholders, voting as a separate class, present in person or represented by proxy and entitled to vote at the Meeting; (ii) 66% of the votes cast by Securityholders, voting as a single class with one vote for each Share, Option, DSU, PSU and RSU held, present in person or represented by proxy and entitled to vote at

the Meeting; and (iii) a simple majority of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting, excluding votes cast by Agnico Eagle and its affiliates.

The Arrangement is also subject to a number of conditions other than Securityholder approval, which are described in the Circular. These conditions must be satisfied or waived for the completion of the Arrangement to occur. As a result, even if the Arrangement is approved by Securityholders at the Meeting, there is no assurance that the Arrangement will ultimately be completed (or as to the timing of completion). If all of the conditions to completion of the Arrangement are satisfied or waived, we currently anticipate that closing will occur by the end of June 2026.

The Circular provides important information on the Arrangement as well as related matters, including voting procedures, how to attend the virtual Meeting and instructions for Securityholders unable to attend the Meeting. Securityholders are urged to read the Circular and its appendices carefully and in their entirety. The Circular is available under Rupert's issuer profile on SEDAR+ at www.sedarplus.ca and on Rupert's website at www.rupertresources.com/special-meeting/.

Vote Today FOR the Arrangement

Your vote is important regardless of the number of Securities you own. If you are unable to be virtually present at the Meeting, we encourage you to submit your proxy or voting instruction form so that your Securities can be voted at the Meeting in accordance with your instructions.

Securityholders are encouraged to vote their Securities well in advance of the proxy voting deadline of 10:30 a.m. (Toronto Time) on June 5, 2026. The method in which Securityholders may vote is dependent on the manner in which their Securities are held.

Registered Securityholders as of the Record Date, being Shareholders holding their Shares with a physical certificate or direct registration system ("DRS") statement and Optionholders, DSU Holders, PSU Holders and RSU Holders will receive a 15-digit control number with the Circular and can vote using the methods outlined on the form of proxy and summarized below.

Non-registered (beneficial) Shareholders as of the Record Date, being Shareholders who hold their Shares with a broker, bank or other intermediary, should carefully follow the instructions on the voting instruction form that they receive from their intermediary in order to vote the Shares that are held through that intermediary. Most intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a voting instruction form with a 16-digit control number that it delivers to non-registered (beneficial) Shareholders and asks them to return instructions directly to Broadridge. For your Shares to be voted, you must follow the instructions on the voting instruction form that is provided to you.

Registered Securityholders

Voting Method

If (i) your Shares are held in your name and represented by a physical certificate or DRS statement or you are an Optionholder, DSU Holder, PSU Holder or RSU Holder and (ii) you have a 15-digit control number

Internet

Go to www.investorvote.com. Enter the 15-digit control number printed on the form of proxy and follow the instructions on screen.

@

Telephone

Call 1-866-732-VOTE (8683) from a touch tone phone and follow the automatic voice recording instructions to vote. You will need your 15-digit control number to vote.

Complete, sign and date the form of proxy and send it in the enclosed postage paid envelope to:

Computershare Investor Services Inc.

Attention: Proxy Department

Mail

320 Bay Street, 14th Floor

Toronto, Ontario

M5H 4A6

The proxy voting deadline is 10:30 a.m. (Toronto Time) on June 5, 2026. The voting instruction form must be returned to Broadridge (or other intermediary) well in advance of that date to have the Shares voted.

Securityholder Questions and Assistance

The Company has retained Laurel Hill Advisory Group ("Laurel Hill") to assist in the solicitation of proxies with respect to the matters to be considered at the Meeting.

If you are a Securityholder and have any questions regarding the information contained in the Circular or require assistance in completing your form of proxy or voting instruction form, please contact Laurel Hill by telephone at 1-877-452-7184 (toll-free in Canada and the United States) or 1-416-304-0211 (International), by texting "INFO" to either number, or by email at assistance@laurelhill.com.

For questions on how to complete the Letter of Transmittal that must be submitted by registered Shareholders to receive the Consideration, please contact Computershare Investor Services Inc., which is acting as depository for the Arrangement, by telephone at 1 (800) 564-6253 (toll-free in North America) or (514) 982-7555 (outside North America), by facsimile at (905) 771-4082 or by email at corporateactions@computershare.com.

Receipt of Interim Court Order

On May 7, 2026, the Supreme Court of British Columbia (the "Court") granted an interim order providing for the calling and holding of the Meeting, the granting of dissent rights and addressing other procedural matters related to the conduct of the Meeting (the "Interim Order"). A copy of the Interim Order is appended to the Circular.

The anticipated hearing date for the application for the final order of the Court is June 11, 2026.

About Rupert Resources Ltd.

Rupert Resources Ltd. is a gold exploration and development company focused on advancing the Ikkari project in the Central Lapland Greenstone Belt of Northern Finland.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains statements which, other than statements of historical fact constitute "forward-looking information" within the meaning of applicable securities laws. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", "continue" and similar expressions, as they relate to the Company, are intended to identify such forward-looking statements. Forward-looking statements included in this press release include, but are not limited to, statements relating to: the

consummation and timing for completion of the Arrangement; the achievement of the milestones related to the CVRs; the satisfaction of the conditions precedent to the Arrangement; the timing of the Meeting; receipt of Securityholder and Court approvals and the timing thereof; the benefits, strengths and potential of the Arrangement, including benefits to employees, shareholders, local communities and other stakeholders; expectations relating to Agnico Eagle; growth potential and expectations regarding the ability to advance the Ikkari Project; plans and expectation regarding future exploration programs and plan and expectations regarding future project development. Investors are cautioned that forward-looking statements are based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include, among others, the possibility that the Arrangement will not be completed on the terms contemplated in the Arrangement Agreement or in the expected timeframe or at all; the conditions precedent to the Arrangement not being satisfied by Rupert or Agnico Eagle in the expected timeframe or at all; pending or potential litigation associated with the Arrangement; the failure to realize the anticipated benefits of the Arrangement in the expected timeframe or at all; the ability to integrate the Acquired Property with Agnico Eagle's existing operations in Finland; the ability to achieve commercial production of the Acquired Property and general economic, business and political conditions. Additional risk factors are discussed or referred to in the Company's most recent Annual Information Form, for the year ended December 31, 2025, available on SEDAR+ at www.sedarplus.ca. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. 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 statements. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company does not intend, and does not assume any obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

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