

# Independent Proxy Advisory Firms, Iss And Glass Lewis, Recommend Aurion's Securityholders Vote

14:00 Uhr | [CNW](#)

## For The Arrangement Resolution To Approve The Arrangement With Agnico Eagle Mines Limited

- Your vote is important no matter how many Aurion shares or warrants you own
- Aurion's board of directors (with an interested director recusing himself) unanimously recommends that securityholders vote FOR the Arrangement Resolution
- Securityholders who have questions or need assistance with voting their shares or warrants should contact Aurion's proxy solicitation agent and securityholder communications advisor Laurel Hill Advisory Group by telephone at 1-877-452-7184 (416-304-0211 for securityholders outside North America), by texting "INFO" to either number or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

[Aurion Resources Ltd.](#) (TSXV: AU) (OTCQX: AIRRF) ("Aurion" or the "Company") is pleased to announce that two leading independent proxy advisory firms, Institutional Shareholder Services Inc. ("ISS") and Glass Lewis & Co. LLC ("Glass Lewis"), have each recommended that holders ("Shareholders") of common shares of Aurion ("Aurion Shares") and the holders ("Warrantholders" and, together with the Shareholders, the "Securityholders") of warrants to purchase Aurion Shares, vote FOR a special resolution (the "Arrangement Resolution") to approve the previously announced plan of arrangement (the "Arrangement"), pursuant to which [Agnico Eagle Mines Ltd.](#) ("Agnico") will acquire all of the issued and outstanding Aurion Shares (other than the Aurion Shares held by Agnico or any of its affiliates) for cash consideration of \$2.60 for each Aurion Share held (the "Consideration").

### Board Recommendation

Aurion's board of directors (the "Board") (with an interested director recusing himself), based in part on the unanimous recommendation of a special committee of the Board (the "Special Committee") and the fairness opinions received by the Special Committee from an independent advisor, Haywood Securities Inc. and by the Board from Stifel Nicolaus Canada Inc., respectively, has unanimously determined that the Arrangement is fair and reasonable to the applicable Securityholders and in the best interests of the Company, and unanimously recommends that the Securityholders vote FOR the Arrangement Resolution.

### Reasons for the Board Recommendation

In making its unanimous recommendation to the Securityholders, the Board considered and relied upon a number of factors, including, among others:

- **Significant Premium.** The Arrangement values the equity of the Company at approximately \$481 million or \$2.60 per Aurion Share. The Consideration represents a premium of approximately 46% to the closing price of the Aurion Shares on the TSX Venture Exchange (the "TSXV") on April 17, 2026, the last trading day prior to the announcement of the Arrangement, and a premium of approximately 45% to the Company's 20-day volume weighted average price of the Aurion Shares on the TSXV for the period ending on April 17, 2026.
- **Certainty of Value and Immediate Liquidity.** The Consideration offered to Shareholders under the Arrangement is all cash, which allows Shareholders to immediately realize value for all of their investment. It also provides certainty of value and immediate liquidity in comparison to the risks, uncertainties, difficulties and longer potential timeline for realizing equivalent value from the Company's business.

- Deal Certainty. The Special Committee and the Board considered Agnico's commitment to the Arrangement and creditworthiness, particularly Agnico's ability to finance the Arrangement with cash on hand and its track record of executing strategic transactions globally. For these and other reasons, the Special Committee and the Board believe that the Arrangement is likely to be completed in accordance with its terms and within a reasonably short time period, thereby allowing Shareholders to receive the Consideration in a reasonable time frame.
- Company's Prospects as a Stand-Alone Business. The Special Committee and the Board believe the Arrangement is an attractive proposition for the Securityholders relative to the status quo, taking into account the current and anticipated opportunities, risks and uncertainties associated with the Company's business, affairs, operations, industry and prospects, including the execution risks associated with its standalone strategic plan, specifically the continued exploration and development of its flagship Risti project and the advancement of the Launi project and Helmi discovery, the costs and risks of continuing to operate as a public company and the increasing cost of doing business in light of increased industry regulation. There is no assurance that the continued operation of the Company under its current standalone business model and pursuit of its future business plan would yield equivalent or greater value for all Securityholders compared to that available under the Arrangement.

### Information Regarding Aurion's Special Meeting of Securityholders

Aurion's special meeting of Securityholders (the "Meeting") to consider and vote on the Arrangement Resolution will be held in a virtual-only format on Friday, June 5, 2026 at 12:30 p.m. (Toronto time) via live audio webcast online at <https://meetnow.global/MXR56MR>. The virtual-only format will allow registered Shareholders, Warranholders as of the record date for the Meeting, and their duly appointed proxyholders (including non-registered beneficial Shareholders who have appointed themselves as proxyholders), to participate online and in real time. Aurion is providing the virtual-only format in order to provide Securityholders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location and circumstances. Aurion's management information circular dated May 8, 2026 (the "Circular") and related materials are available under Aurion's issuer profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on Aurion's website at [www.aurionresources.com](http://www.aurionresources.com).

Please review the Circular for further instructions and details on how to access, virtually attend, vote and ask questions at the Meeting. Registered Shareholders, Warranholders, non-registered Shareholders and any other guests will not be able to attend the Meeting in person.

Your vote is important. Vote FOR the Arrangement Resolution today.

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 on Wednesday June 3, 2026 at 12:30 p.m. (Toronto time).

### Securityholder Questions and Voting Assistance

Securityholders who have questions about the information contained in the Circular or require assistance with the procedure for voting, including to complete the form of proxy, may contact Aurion's proxy solicitation agent and securityholder communications advisor:

Laurel Hill Advisory Group  
Toll-Free: 1-877-452-7184 (for Securityholders in North America)  
International: 1-416-304-0211 (for Securityholders outside North America),  
Text Message: Text "INFO" to 1-877-452-7184 or 1-416-304-0211  
By Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

### About Aurion

Aurion is a Canadian exploration company listed on the TSX Venture Exchange and the OTCQX Best Market. Aurion's strategy is to generate or acquire 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, as well as advancing its joint venture properties with Agnico Eagle Mines Limited and KoBold Metals Company in Finland.

On behalf of Aurion Resources Ltd.

Matti Talikka, Chief Executive Officer, Director

Website: [www.aurionresources.com](http://www.aurionresources.com)

#### 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 certain 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 anticipated benefits of the Arrangement; the timing of the Meeting and the deadline for delivery of proxies; the anticipated benefits of the Arrangement for Aurion.

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 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 based on or related to many of these factors. In addition, in connection with the forward-looking statements contained in this press release, Aurion has made certain assumptions, including the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court and Securityholder approvals; the ability of the parties to satisfy, in a timely manner, the other conditions for the completion of the Arrangement; the possibility that the Meeting will be adjourned or postponed for any reason; and other expectations and assumptions concerning the proposed Arrangement. The anticipated dates indicated may change for a number of reasons, including the necessary regulatory, court and Securityholder approvals, the necessity to extend the time limits for satisfying the other conditions for the completion of the proposed Arrangement or the ability of the Board to consider and approve, subject to compliance by Aurion of its obligations under the arrangement agreement dated April 17 between the Company and Agnico (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 regulatory, court and Securityholder approvals or to otherwise satisfy the conditions for the completion of the Arrangement; failure of the parties to obtain such approvals or satisfy such conditions in a timely manner; significant transaction costs or unknown 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 Arrangement; the effect of the announcement of the Arrangement on the ability of Aurion to retain and hire key personnel and maintain business relationships; the market price of the Aurion Shares and business generally; potential legal proceedings relating to the Arrangement and the outcome of any such legal proceeding; the inherent risks, costs and uncertainties associated with transitioning the business successfully and risks of not achieving all or any of the anticipated benefits of the Arrangement, or the risk that the anticipated benefits of the Arrangement may not be fully realized or take longer to realize than expected; the occurrence of any event, change or other circumstances that could give rise to the termination of the Arrangement Agreement and general economic conditions. Failure to obtain the necessary regulatory, court and Securityholder approvals, or the failure of the parties to otherwise satisfy the conditions for the completion of 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 Aurion continues as an independent entity, there are risks that the

announcement of the Arrangement and the dedication of substantial resources by Aurion 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. Additional risks, uncertainties and other factors are identified in the Circular and 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 set out or implied by the forward-looking statements and information, this list is not exhaustive and there may be other factors that cause 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 designed to help readers understand Aurion's current views in respect of the Arrangement 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 respective 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 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.

SOURCE Aurion Resources Ltd.

**For further information:**

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

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