For personal use only

17 December 2024

Doré Copper Shareholders Approve Merger with Cygnus

Merger on track for completion by 31 December; Cygnus shareholders approve Tranche 2 of the capital raising

Cygnus Metals Limited (ASX: CY5) is pleased to announce that shareholders of both Cygnus and Doré Copper Mining Corp. (TSXV:DCMC; OTCQB:DRCMF; FRA:DCM) ("Doré") have approved the merger of their companies.

On 15 October 2024, Cygnus announced that it had entered into a definitive arrangement agreement ("Arrangement Agreement"), pursuant to which it will acquire all of the issued and outstanding common shares of Doré by way of a statutory plan of arrangement ("Merger") (see ASX release dated 17 October 2024).

Doré has confirmed that its shareholders have overwhelmingly voted in favour of the resolution, with approximately 100% of votes recorded in favour of the Merger at a special meeting of Doré shareholders held on 16 December 2024 in Toronto, Ontario ("Meeting"). The resolution was also approved by approximately 100% of votes cast by the minority shareholders of Doré, excluding the votes cast by Mario Stifano, Ernest Mast and Ocean Partners Holdings Limited ("Excluded Voters"), as determined in accordance with Canadian securities regulations. The votes satisfy the conditions under the Arrangement Agreement, which required the approval of at least two-thirds of the votes cast by Doré shareholders at the Meeting and the approval of a simple majority of the votes cast by the Doré shareholders at the Meeting excluding votes cast by the Excluded Voters.

Subject to the final order from the Ontario Superior Court of Justice approving the Merger (scheduled for 19 December 2024), receipt of conditional acceptance from the TSX Venture Exchange ("TSXV") and other outstanding conditions precedent, it is anticipated that the Merger will be completed by 31 December 2024 in accordance with the Arrangement Agreement.

Cygnus is also pleased to announce that all resolutions put to Cygnus shareholders, including the issue of shares under Tranche Two of Cygnus' A$11 million (before costs) placement ("Placement"), were passed by the required majority at the general meeting of shareholders held on 16 December 2024. Settlement of Tranche Two of the Placement (~A$4.2 million (before costs)) is scheduled to occur on Thursday, 19 December 2024.

Upon completion of the Merger and subject to TSXV approval of the secondary listing of Cygnus shares on the TSXV, Cygnus will be positioned as a leading ASX and TSXV listed, Quebec-focussed, critical metals explorer and developer with high grade copper and lithium resources.

This announcement has been authorised for release by the Board of Directors of Cygnus.

For and on behalf of the Board

David Southam
Executive Chair
T: +61 8 6118 1627
E: info@cygnusmetals.com

Media
For further information, please contact:
Paul Armstrong
Read Corporate
+61 8 9388 1474

For personal use only

Forward Looking Statements

This document contains “forward-looking information” and “forward-looking statements” which are based on the assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management of Cygnus believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as ‘expects’, ‘anticipates’, ‘plans’, ‘believes’, ‘estimates’, ‘seeks’, ‘intends’, ‘targets’, ‘projects’, ‘forecasts’, or negative versions thereof and other similar expressions, or future or conditional verbs such as ‘may’, ‘will’, ‘should’, ‘would’ and ‘could’. Although management believes that the assumptions made by Cygnus and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate.

Forward-looking information involves known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of Cygnus or the merged entity to be materially different from any anticipated future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, the actual results of current exploration, the actual results of future exploration, changes in project parameters as plans continue to be evaluated, failure to receive the required court approvals for the Merger, changes in laws, regulations and practices, the geopolitical, economic, permitting and legal climate that Cygnus and Doré operate in, the failure by the parties to satisfy all closing conditions in respect of the Merger, exercise of termination rights under the Arrangement Agreement, as well as those factors disclosed in Cygnus’ publicly filed documents. Cygnus believes that the assumptions and expectations reflected in the forward-looking information are reasonable. Readers should not place undue reliance on forward-looking information. Cygnus does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This document includes information that has been prepared by third parties, and views based on information that has been prepared by third parties. No representation or warranty is made as to the accuracy, completeness or reliability of the information. This document should not be relied upon as a recommendation or forecast by Cygnus.