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20 December 2024

Cygnus merger with Doré Copper receives final Court approval

Cygnus has also received conditional approval to list on the TSXV

Cygnus Metals Limited (ASX: CY5) ("Cygnus" or the "Company") is pleased to announce that the Ontario Superior Court of Justice has granted final approval for its merger with Doré Copper Mining Corp. (TSXV:DCMC; OTCQB:DRCMF; FRA:DCM) ("Doré").

Cygnus is also pleased to advise that it has received conditional approval to list on the TSX Venture Exchange ("TSXV"). This listing is in addition to Cygnus' primary Australian Securities Exchange ("ASX") listing.

The Court approval means Cygnus is on track to become a significant Canadian copper exploration and development company via its ownership of the Chibougamau Copper and Gold Project in Quebec. Chibougamau has a NI 43-101 compliant Resource of 10.8Mt at 3.5% CuEq, which will make it one of the highest copper resource grades on the ASX.[1] The project also hosts a 900,000tpa processing facility (see ASX release dated 15 October 2024).

Under the definitive arrangement agreement ("Arrangement Agreement") between Cygnus and Doré, Cygnus will acquire all of the issued and outstanding common shares of Doré by way of a statutory plan of arrangement under the Canadian Business Corporations Act ("Merger") pursuant to which Doré shareholders will receive ordinary shares of Cygnus (see ASX release dated 17 October 2024).

Following receipt of Doré shareholder approvals on 16 December 2024, on 19 December 2024 the Ontario Superior Court of Justice granted final approval of the statutory plan of arrangement for the Merger.

Subject to the satisfaction of the outstanding conditions precedent, it is anticipated that the Merger will be completed effective 31 December 2024 in accordance with the Arrangement Agreement. Upon completion of the Merger, the common shares of Doré will be delisted from the TSXV. Subsequently, Cygnus expects the TSXV listing to take effect on Friday, 3 January 2024 under the symbol "CYG".

The Company's ordinary shares will continue to be listed on the ASX under the ticker "CY5" as its main primary listing. Existing shareholders can trade their securities on the TSXV. However, prior to trading on the TSXV, shareholders will need to request to reposition their shares from the Australian principal share register to the Canadian branch share register and establish an account with an appropriate broker.

For further details on the share repositioning process, please contact the Computershare Global Transaction team in Australia by email at au.globaltransactions@computershare.com or by telephone at 1300 850 505 (Australia toll free) or +61 3 9415 4000 (outside Australia).

Upon completion of the Merger, 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.

[1] The Mineral Resource estimate at the Chibougamau Project is a foreign estimate prepared in accordance with CIM Standards. A competent person has not done sufficient work to classify the foreign estimate as a mineral resource in accordance with the JORC Code, and it is uncertain whether further evaluation and exploration will result in an estimate reportable under the JORC Code.

For and on behalf of the Board

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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, 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.

Compliance Statements

The Company first announced the foreign estimate of mineralisation for the Chibougamau Project on 15 October 2024. The Company confirms that the supporting information included in the announcement of 15 October 2024 continues to apply and has not materially changed. Cygnus confirms that it is not aware of any new information or data that materially affects the information included in the original announcement and that all material assumptions and technical parameters underpinning the estimates in the original announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the original market announcement.

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APPENDIX A – Doré – Foreign Estimate Disclosures as at 30 March 2022

Deposit	Resource Category	Tonnes (k)	Cu Grade (%)	Au Grade (g/t)	Cu Metal (kt)	Au Metal (koz)
Corner Bay	Indicated	2,700	2.7	0.3	71	22
	Inferred	5,900	3.4	0.3	201	51
Devlin	Measured	120	2.7	0.3	3	1
	Indicated	660	2.1	0.2	14	4
	Measured & Indicated	780	2.2	0.2	17	5
	Inferred	480	1.8	0.2	9	3
Joe Mann	Inferred	610	0.2	6.8	1	133
Cedar Bay	Indicated	130	1.6	9.4	2	39
	Inferred	230	2.1	8.3	5	61
Total	Measured & Indicated	3,600	2.5	0.6	90	66
Total	Inferred	7,200	3.0	1.1	216	248
Total Resource		**10,800**	**2.8**	**0.9**	**306**	**314**

Notes:

1. Cygnus Metals Ltd cautions that Mineral Resources for the Chibougamau Copper Project, incorporating Corner Bay, Devlin, Cedar Bay and Joe Mann, are reported in accordance with the requirements applying to foreign estimates in the ASX Listing Rules and, as such, are not reported in accordance with the JORC Code. A Competent Person has not yet completed sufficient work to classify the resources as Mineral Resources as JORC Code Mineral Resources that satisfy the guidelines provided in the JORC Code. It is uncertain that following evaluation and/or further exploration work that the Mineral Resources will be able to be reported as Mineral Resources in accordance with the JORC Code.
2. All resources have been prepared in accordance with CIM Standards. Please refer to the table below for additional technical information relating to the foreign estimate.
3. The Mineral Resource estimates include Inferred Mineral Resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorised as Mineral Reserves. There is also no certainty that Inferred Mineral Resources will be converted to Measured and Indicated categories through further drilling, or into Mineral Reserves once economic considerations are applied.
4. Numbers may not reconcile precisely due to rounding.
5. Mineral resources have been reported at a cut-off grades of 2.6 g/t Au at Joe Mann, 1.3% Cu at Corner Bay, 2.9 g/t Au at Cedar Bay and 1.2% Cu at Devlin. Mineral Resources at Joe Mann are estimated using a long-term gold price of US$1,800/oz Au, and a metallurgical gold recovery of 83%. Mineral Resources at Corner Bay and Devlin are estimated using a long-term copper price of US$3.75 per pound, and a metallurgical copper recovery of 95%. Mineral Resources at Cedar Bay are estimated using a long-term gold price of US$1,400/oz Au, and a metallurgical gold recovery of 90%.
6. Metal equivalents for the foreign estimate have been calculated at a copper price of US$8,300/t, gold price of US$2,000/oz, silver price of US$25/oz and zinc price of $2,500/t. Copper equivalent was calculated based on the formula CuEq (%) = Cu(%) + (Au (g/t) x 0.77472) + (Ag (g/t) x 0.00968) + (Zn (%) x 0.3012). Metallurgical recovery factors have not been applied at this time to copper equivalents calculation due to variance of geology within the camp and lack of available data. It is the Company's view that all elements in the copper equivalent calculations have a reasonable potential to be recovered and sold.