

# Osisko Mining Shareholders Overwhelmingly Approve Acquisition by Gold Fields

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TORONTO, Oct. 17, 2024 - [Osisko Mining Inc.](#) ("Osisko") (TSX:OSK) is pleased to announce that shareholders of Osisko ("Shareholders") overwhelmingly approved the Arrangement Resolution (as defined herein) at the special meeting of Shareholders (the "Meeting") held earlier today at the Offices of Bennett Jones LLP.

The Meeting was called for Shareholders to consider and, if deemed advisable, approve the previously-announced plan of arrangement of Osisko (the "Plan of Arrangement"), pursuant to which [Gold Fields Ltd.](#), through a 100% owned Canadian subsidiary (the "Purchaser" or "Gold Fields"), would, among other things, acquire all of the issued and outstanding common shares of Osisko ("Osisko Shares") for cash consideration of C\$4.90 per Osisko Share.

A total of 241,670,665 Osisko Shares were represented at the Meeting, in person or by proxy, representing approximately 63.31% of the total number of issued and outstanding Osisko Shares outstanding as of the record date for the Meeting.

The resolution approving the Plan of Arrangement (the "Arrangement Resolution") was overwhelmingly approved at the Meeting by (i) 99.546% of the votes cast by Shareholders voting in person or represented by proxy at the Meeting, and (ii) 99.539% of the votes cast by the minority Shareholders voting in person or represented by proxy at the Meeting, excluding the Osisko Shares required to be excluded pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101").

To be effective, the Arrangement Resolution required the affirmative vote of at least (i) two-thirds of the votes cast by the Shareholders, present or represented by proxy at the Meeting, and (ii) a simple majority of the votes cast by the minority Shareholders, present or represented by proxy at the Meeting, excluding the Osisko Shares required to be excluded pursuant to MI 61-101 (being the Osisko Shares held by Mr. Vizquerra-Benavides). Accordingly, all shareholder approvals required in order to proceed with the Plan of Arrangement have been obtained.

The Plan of Arrangement is expected to become effective on or about October 25, 2024, subject to, among other things, Osisko obtaining a Final Order from the Ontario Superior Court of Justice (Commercial List) in respect of the Plan of Arrangement and the satisfaction or waiver of certain other customary closing conditions. It is expected that, within two to three business days following the completion of the Plan of Arrangement, the Osisko Shares will be delisted from the Toronto Stock Exchange.

Additional details of the voting results will be included in a report of voting results to be filed on SEDAR+ ([www.sedarplus.ca](#)) under Osisko's issuer profile. Additional details about the Plan of Arrangement and the Arrangement Resolution can be found in the management information circular of Osisko dated September 6, 2024, a copy of which is available on SEDAR+ ([www.sedarplus.ca](#)) under Osisko's issuer profile.

## About Osisko

Osisko is a mineral exploration company focused on the acquisition, exploration, and development of precious metal resource properties in Canada. Osisko holds a 50% interest in the high-grade Windfall gold deposit located between Val-d'Or and Chibougamau in Québec and holds a 50% interest in a large area of claims in the surrounding Urban Barry area and nearby Quévillon area (over 2,300 square kilometers).

## Cautionary Statement Regarding Forward-Looking Statements

*This news release may contain forward-looking statements (within the meaning of applicable securities laws) which reflect Osisko's current expectations regarding future events. Forward-looking statements are identified by words such as "believe", "anticipate", "project", "expect", "intend", "plan", "will", "may", "estimate" and other similar expressions. The forward-looking statements in this news release include statements regarding the proposed acquisition by Gold Fields of all of the Osisko Shares and the terms thereof, the expected date of completion of the Arrangement, the delisting of the Osisko Shares from the Toronto Stock*

*Exchange and the timing thereof, the receipt of all required regulatory approvals and other statements that are not historical fact. The forward-looking statements in this news release are based on a number of key expectations and assumptions made by Osisko including, without limitation: the Arrangement will be completed on the terms currently contemplated; the Arrangement will be completed in accordance with the timing currently expected; and all conditions to the completion of the Arrangement will be satisfied or waived. Although the forward-looking statements contained in this news release are based on what Osisko's management believes to be reasonable assumptions, Osisko cannot assure investors that actual results will be consistent with such statements. The forward-looking statements in this news release are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Several factors could cause actual results to differ materially from the results discussed in the forward-looking statements. Such factors include, among others: the Arrangement not being completed in accordance with the terms currently contemplated or the timing currently expected, or at all; expenses incurred by Osisko in connection with the Arrangement that must be paid by Osisko in whole or in part regardless of whether or not the Arrangement is completed; the conditions to the Arrangement not being satisfied by Osisko and Gold Fields; currency fluctuations; disruptions or changes in the credit or security markets; results of operations; and general developments, market and industry conditions. Additional factors are identified in Osisko's annual information form for the year ended December 31, 2023, the most recent Management's Discussion and Analysis, and in the management information circular of Osisko dated September 6, 2024 each of which is available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under Osisko's issuer profile. Readers, therefore, should not place undue reliance on any such forward-looking statements. There can be no assurance that the Arrangement will be completed or that it will be completed on the terms and conditions contemplated in this news release. The proposed Arrangement could be modified or terminated in accordance with its terms. Further, these forward-looking statements are made as of the date of this news release and, except as expressly required by applicable law, Osisko assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.*

#### **Contact Information:**

[Osisko Mining Inc.](#)

John Burzynski, Chairman & Chief Executive Officer

Telephone (416) 363-8563

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