

Roxgold and Fortuna shareholders set to vote

Roxgold (TSX: ROXG)

Shareholders from Roxgold and Fortuna Silver are preparing to vote for or against the proposed merger of the two companies.

A straight majority is required at the Fortuna vote but a two thirds majority required at the Roxgold vote.

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|-------------------|-------------------------------------|
| Roxgold | TSX : ROXG |
| Stage | Production + exploration |
| Metals | Gold |
| Market cap | C\$869 m @ C\$2.32 |
| Location | Burkina Faso and Ivory Coast |

Fortuna and Roxgold Mail Management Information Circulars in Connection With Special Meetings to Approve Business Combination Creating

a Global Precious Metals Producer

VANCOUVER, British Columbia, May 31, 2021 (GLOBE NEWSWIRE) – **Fortuna Silver Mines Inc. (TSX: FVI)** (“**Fortuna**” or the “**Company**”) and **Roxgold Inc. (TSX: ROXG)** (“**Roxgold**”) have each filed and commenced mailing the management information circulars and related meeting materials for their respective shareholder meetings to be held on Monday, June 28, 2021 in connection with the proposed business combination between Fortuna and Roxgold announced on April 26, 2021, (the “**Transaction**”), as well as annual general meeting matters.

To proactively deal with the ongoing public impact of the COVID-19 pandemic, and to mitigate risks to the health and safety of communities, shareholders, employees, directors and other stakeholders, the respective shareholder meetings will be held in a virtual-only format conducted by live audio webcast. Registered Fortuna shareholders and Roxgold shareholders, regardless of their geographic location, will have an equal opportunity to participate in the applicable shareholder meeting.

In connection with the Transaction, and in accordance with the interim order of the Supreme Court of British Columbia granted on May 25, 2021, Roxgold will hold a special meeting of Roxgold shareholders (the “**Roxgold Special Meeting**”) on June 28, 2021 at 9:00 a.m. (Pacific time) to seek approval of the Transaction, the details of which are set forth in Roxgold’s management information circular (the “**Roxgold Circular**”) dated May 26, 2021.

The Roxgold Special Meeting will be held in a virtual-only

format via live audio webcast at <https://web.lumiagm.com/205515857>, password "roxgoldspecial2021" (case sensitive). Shareholders will not be able to attend the Roxgold Special Meeting physically. At the Roxgold Special Meeting, registered Roxgold shareholders and duly appointed proxyholders will be able to participate, ask questions and vote in "real time" through the online portal.

Fortuna will hold an annual and special meeting of Fortuna shareholders (the "**Fortuna Meeting**") on June 28, 2021 at 9:00 a.m. (Pacific time) at which Fortuna shareholders will be asked to approve, among other things, the issuance (the "**Share Issuance**") of common shares of Fortuna ("**Fortuna Shares**") in exchange for common shares of Roxgold ("**Roxgold Shares**").

The details of all matters proposed to be put before the Fortuna shareholders at the Fortuna Meeting are set forth in Fortuna's management information circular (the "**Fortuna Circular**") dated May 26, 2021. The Fortuna Meeting will be held in a virtual-only format via live audio webcast at <https://web.lumiagm.com/208799817>, passcode "fortuna2021" (case sensitive). Shareholders will not be able to attend the Fortuna Meeting physically. Registered Fortuna shareholders and duly appointed proxyholders can attend the Fortuna Meeting online, where they can participate, vote, and submit questions.

Fortuna is also pleased to announce that upon completion of the Transaction, it is anticipated that Kate Harcourt, a current director of Roxgold, will be appointed to the board of directors of the combined company. Ms. Harcourt has indicated her willingness to be appointed as a director at such time and Fortuna looks forward to welcoming her to the board of the combined company.

Under the terms of the Transaction, Fortuna will acquire all the issued and outstanding Roxgold Shares pursuant to a plan

of arrangement under the *Business Corporations Act* (British Columbia). In exchange, Roxgold shareholders will receive 0.283 Fortuna Shares and C\$0.001 for each Roxgold Share held. Upon completion of the Transaction, Roxgold will be a wholly-owned subsidiary of Fortuna and existing Fortuna shareholders and former Roxgold shareholders will own approximately 63.6% and 36.4% of the pro forma company, respectively.

Mailing of the Fortuna Circular and the Roxgold Circular and related meeting materials has commenced and shareholders of Fortuna and Roxgold should expect to receive their respective meeting materials shortly. In the meantime, Fortuna's meeting materials can be downloaded from Fortuna's website [HERE](#)

Roxgold meeting materials

Roxgold's meeting materials can be downloaded from Roxgold's website [HERE](#). In addition, each company's meeting materials can be accessed from their respective company profile on SEDAR [HERE](#)

Board of Directors' Recommendations

The Transaction has been unanimously approved by the boards of directors of each of Fortuna and Roxgold, following, in the case of Roxgold, the unanimous recommendation of a special committee of independent directors. Both boards of directors unanimously recommend that their respective shareholders vote in favour of (i) the Share Issuance, in the case of the Fortuna Meeting and (ii) the Transaction, in the case of the Roxgold Special Meeting.

In connection with the Transaction, officers and directors of Roxgold collectively holding 3.52% of the total Roxgold Shares have entered into voting support agreements with Fortuna, pursuant to which they have agreed, among other things, to

vote their Roxgold Shares in favour of the Transaction. Appian Natural Resources Fund, Roxgold's largest shareholder which at April 26, 2021 (the date the Transaction was announced), controlled 13.2% of the issued and outstanding Roxgold Shares, has also provided its support in favour of the Transaction. In addition, officers and directors of Fortuna collectively holding 1.6% of the total Fortuna Shares have entered into voting support agreements with Roxgold pursuant to which they have agreed, among other things, to vote their Fortuna Shares in favour of the Share Issuance.

Subject to obtaining shareholder approval to the Share Issuance and the Transaction at the Fortuna Meeting and Roxgold Special Meeting, respectively, and satisfaction of the other conditions to completion of the Transaction, including final approval of the Court, all as more particular described in the Fortuna Circular and the Roxgold Circular, the Transaction is expected to close in early July 2021.

To be effective, the Share Issuance must be approved by a simple majority of the votes cast on such resolution by Fortuna shareholders present (virtually) or represented by proxy at the Fortuna Meeting. In addition, the Transaction must be approved by (i) at least 66 $\frac{2}{3}$ % of the votes cast on such resolution by the Roxgold shareholders present (virtually) or represented by proxy at the Roxgold Special Meeting; and (ii) a majority of the votes cast by the Roxgold shareholders (virtually) or represented by proxy at the Roxgold Special Meeting, excluding the votes cast by certain persons in accordance with section 8.1(2) of Multilateral Instrument 61-101 –Protection of Minority Security Holders in Special Transactions.

Strategic Rationale and Transaction Highlights:

In unanimously determining to recommend the Share Issuance and Transaction to shareholders for approval, the boards of directors of each of Fortuna and Roxgold considered a number of factors as described in the Fortuna Circular and Roxgold Circular, including, but not limited to:

Combination of Quality Assets

Creates a premier growth-oriented intermediate gold and silver miner, with four producing mines and anticipated annual gold equivalent combined production of approximately 450,000 ounces.^{1,2, 3}

Highly Complementary and Diversified Portfolio

Expanded diversified production, development, and exploration platform: four operating mines supporting a robust free cash flow profile, a permitted development project at the feasibility stage, and an extensive growth pipeline of high-upside exploration assets in West Africa and the Americas.

Organic Growth Potential

Construction expected to be launched at the Séguéla Gold Project in the third quarter of 2021; continue the accelerated pace of advanced exploration at the Boussoura Project and on the extensive 250,000-hectare land package in West Africa. Multiple brownfields and greenfields options across the Americas and West Africa.

Geographical Diversification in Mining Jurisdictions

Creates a low-cost platform for precious metals production and growth in two premier mining friendly regions.

Bringing Together Two Highly Experienced Management Teams with Track Records of Value Creation in the Americas and in West Africa

Fortuna will benefit from the in-region operating experience of key members of Roxgold's team.

Silver Contribution to Revenue

Silver production is expected to be largely in-line with its silver producer peer group. Pro Forma Fortuna will continue to pursue opportunities for the discovery and acquisition of quality silver assets in the Americas.

Strong Balance Sheet

Pro Forma Fortuna will benefit from significant free cash flow generation, high EBITDA margins, and a stronger balance sheet with significant liquidity and low debt;⁴all of this will contribute towards a lower cost of capital and increased funding capacity for the development at the Séguéla Gold Project and to advance exploration at the Boussoura Project and the larger land package in West Africa.

Fairness Opinions

The boards of directors of each of Fortuna and Roxgold, as well as the special committee of Roxgold's board of directors, have each received fairness opinions from their respective financial advisors.



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