

# Oban Mining Corp. to Combine with Eagle Hill Exploration Corp. Temex Resources Corp. Ryan Gold Corp. Corona Gold Corp.

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- Transaction Combining Leadership, Treasuries and Assets to Form a New Leading Canadian Focused Gold Exploration and Development Company
- Osisko Gold Royalties Ltd. Investment of \$20 million
- Oban Mining Corp. Announces Private Placement for 19.9% of BonTerra Resources Inc.

[Oban Mining Corp.](#) (TSX:OBM) ("Oban" or the "Company") is pleased to announce that it has entered into binding letter agreements providing for the launching of supported share exchange take-over bids with each of [Eagle Hill Exploration Corp.](#) (TSX VENTURE:EAG) ("Eagle Hill"), [Temex Resources Corp.](#) (TSX VENTURE:TME) ("Temex"), [Ryan Gold Corp.](#) (TSX VENTURE:RYG) ("Ryan Gold") and [Corona Gold Corp.](#) (CSE:CRG) ("Corona"). Oban has the option to revise the transaction structure for each bid and proceed by way of plan of arrangement should it conclude that is necessary or desirable. Completion of the transactions is subject to Toronto Stock Exchange ("TSX") approval. The combination of these five companies will create a leading Canadian focused gold exploration and development company (herein referred to as "New Oban").

In addition, Oban has agreed, subject to TSX approval, to complete a private placement (the "Private Placement") with [Osisko Gold Royalties Ltd.](#) ("Osisko") whereby Osisko will invest up to \$20M in common shares in the capital of Oban ("Oban Shares") at a price of \$0.11 per Oban Share (the deemed net asset value per share value of Oban), provided that such investment shall not be for more than 19.9% of New Oban. The financing commitment includes the grant to Osisko of first rights to participate in royalties and streams to be created by New Oban, pro rata financing participation rights and the right to nominate three directors to the board of New Oban. For a period of five years from the date of closing of the Private Placement, Osisko will have a one-time right, should New Oban seek financing through the debt or equity markets, to provide first financing to Oban equal to \$5 million in exchange for the granting by Oban of a 1% NSR over such properties as are wholly owned by Oban immediately following completion of the Private Placement.

New Oban will be headquartered in Montreal with a Toronto corporate office. Exploration, engineering and administrative services will be provided by Montreal-based Osisko.

"This is an exciting new chapter in Canadian mining," stated John Burzynski, Chairman of Oban. "Post-consolidation, New Oban brings together major exploration assets in Ontario and Quebec under experienced management in a well-capitalized vehicle, with over \$65M in cash and a significant global gold resource. We are particularly excited to have Dundee Corp. and Osisko as key shareholders in the resultant company, by virtue of their respective existing holdings in four of the companies involved in the combination and Osisko's investment in this new vehicle."

The transaction brings together mining industry leaders Sean Roosen and Ned Goodman as Co-Chairs of the new board of directors, together with Patrick F. N. Anderson, John Burzynski, Murray John, Rene Marion, Keith McKay, Jose Vizquerra, Robert Wares and David Christie. Management changes will see the current Chairman of Oban, John Burzynski, appointed President and Chief Executive Officer of New Oban, while Jose Vizquerra, current President and Chief Executive Officer of Oban, will become Senior Vice President and Chief Operating Officer of New Oban.

[Eagle Hill](#) President and CEO David Christie stated: "Windfall Lake is a strong asset and is ready for the next stage of investment to move it towards feasibility and development. With this transaction our shareholders not only receive an excellent premium, but will also gain access to a well-funded company run and directed by one of the top exploration and mining groups in the Canadian mining industry. The Osisko group's experience in exploration, development and mining success in Quebec is unparalleled."

[Temex Resources Corp.](#) President and CEO Ian Campbell commented, "This is a great opportunity for our shareholders as not only will our core exploration projects of Whitney and Juby be well funded, but our shareholders will be provided with the opportunity to gain immediate exposure to other excellent exploration

and pre-development assets. On behalf of the Board of Directors and Temex management, we are delighted to offer our shareholders the once in a lifetime opportunity to participate in what we envision is the birth of a new Canadian mining house led by the elite of our industry."

Ryan Gold President and CEO Mark Goodman stated: "As President and CEO of Ryan Gold I am very pleased to bring this opportunity to our shareholders to join what I feel has the potential to be the start of an outstanding Canadian mining company. Our shareholders will have the opportunity to come into New Oban with a premium on our current share price and participate in what I have no doubt will be a well-led, well-financed and success-oriented new Canadian mining story. We are proud to be partners in this new company."

Corona President and CEO Murray John commented: "We are pleased to offer Corona shareholders the opportunity to join New Oban. Corona shareholders are being offered a significant premium and more importantly have the opportunity to participate in what will become one of the best-funded, exploration and development companies in Canada. Our Board unanimously recommends acceptance of the offer."

### **Particulars of the Transactions**

In relation to Eagle Hill, Oban has agreed to offer Eagle Hill shareholders 10.0 Oban Shares in exchange for each common share of Eagle Hill. The offer will provide Eagle Hill shareholders with a premium of 258% to the 15-day volume weighted average price ("VWAP") of Eagle Hill on the TSX Venture Exchange ending on June 8 2015. Additionally, each shareholder of Eagle Hill will receive five (5) common share purchase warrants of Oban (each a "Warrant") per common share of Eagle Hill. Each Warrant will entitle the holder thereof to purchase one Oban share at a price of \$0.15 per Oban share, for a period of 36 months following the closing date. Oban will make an application to the TSX to list the Warrants. Pursuant to the transaction, existing Eagle Hill warrants will become exercisable into the transaction consideration. Shareholders of Eagle Hill representing 57% of the common shares of Eagle Hill have entered into lock-up agreements with Oban in support of the transaction.

In relation to Temex, Oban has agreed to offer Temex shareholders 0.780 of an Oban Share in exchange for each common share of Temex. The offer will provide Temex shareholders with a premium of 35% to the 15 day VWAP of Temex on the TSX Venture Exchange ending on June 8 2015. Shareholders of Temex representing 1% of the common shares of Temex have entered into lock-up agreements with Oban in support of the transaction.

In relation to Ryan Gold, Oban has agreed to offer Ryan Gold shareholders 1.880 Oban Shares in exchange for each common share of Ryan Gold. The offer will provide Ryan Gold shareholders with a premium of 69% to the 15-day VWAP of Ryan Gold on the TSX Venture Exchange ending on June 8 2015. Shareholders of Ryan Gold representing 29% of the common shares of Ryan Gold have entered into lock-up agreements with Oban in support of the transaction.

In relation to Corona, Oban has agreed to offer Corona shareholders 7.671 Oban Shares in exchange for each common share of Corona. The offer will provide Corona shareholders with a premium of 146% to the 15-day VWAP of Corona on the TSX Venture Exchange ending on June 8 2015. Shareholders of Corona representing 45% of the common shares of Corona have entered into lock-up agreements with Oban in support of the transaction.

New Oban will have approximately 1,105.9 million common shares outstanding on a post-consolidation basis and will have an estimated market capitalization of approximately \$122 million (based on post-consolidation trading price of \$0.11/share, which corresponds to the deemed net asset value per share value of Oban agreed for the purposes of the transactions). Upon closing of the transactions, and prior to giving effect to the Private Placement by Osisko, the ownership percentages of each group will be as follows: Eagle Hill (28%), Temex (16%), Ryan Gold (24%) and Corona Gold (19%). Following the combination, it is estimated that Osisko and Dundee will own approximately 18% and 15% of New Oban, respectively.

Pursuant to the binding agreements, Oban has committed to working with each of the other companies to settle binding agreements and launch the take-over bids (or such other transaction structure as Oban may determine necessary or desirable) on or before June 30, 2015 and in any event no later than July 21, 2015. Each offer is to be subject to typical conditions including a requirement to obtain 66 2/3% support from the shareholders of each company. Certain of the transactions are cross-conditional, including the requirement by each of Eagle Hill, Corona and Ryan Gold that their acquisitions may only be completed together and with the placement from Osisko also being completed.

### **BonTerra Private Placement**

As part of the consolidation of the Urban Barry Camp, Oban has entered into an agreement to acquire 19.9% of the common shares of [BonTerra Resources Inc.](#) ("BonTerra") at a price of \$0.22 per share. The private placement is conditional upon the entry into a subscription agreement and satisfactory due diligence by Oban. Upon closing, Oban will have the right to nominate one member to BonTerra's Board of Directors.

Dundee Corporation has delivered lock-ups in connection with its holdings in Ryan Gold, Corona and Eagle Hill. In connection with the transaction Dundee Corporation received advice from Dundee Securities Ltd.

Oban's financial advisor is Cormark Securities Inc. and its legal counsel is Bennett Jones LLP. Cormark Securities Inc. provided an opinion to Oban's Board of Directors that, as of the date thereof and subject to the assumptions, limitations and qualifications set out therein, the transaction is fair, from a financial point of view, to the shareholders of Oban.

Haywood Securities Inc. is acting as financial adviser to Eagle Hill and Morton Law LLP is acting as legal counsel to Eagle Hill. Haywood Securities Inc. has provided a fairness opinion to the special committee of the Board of Directors of Eagle Hill that, subject to the assumptions, limitations and qualifications set out in such fairness opinion, the consideration to be received by Eagle Hill pursuant to the transaction is fair, from a financial point of view, to the shareholders of Eagle Hill.

Temex's financial advisor is GMP Securities LP and legal counsel is Norton Rose Fulbright Canada LLP. GMP Securities LP provided an opinion to Temex's Board of Directors that, as of the date thereof and subject to the assumptions, limitations and qualifications set out therein, the transaction is fair, from a financial point of view, to the shareholders of Temex.

Ryan Gold and Corona's financial advisor is Primary Capital Inc. and legal counsel is Norton Rose Fulbright Canada LLP. Primary Capital provided an opinion to both Ryan Gold and Corona's Boards of Directors that, as of the date thereof and subject to the assumptions, limitations and qualifications set out therein, the transaction is fair, from a financial point of view, to the shareholders of both Ryan Gold and Corona.

Medallist Capital Ltd acted as financial advisor to [BonTerra Resources Inc.](#) in connection with the private placement by Oban.

## **Conference Call Information**

Oban will host a conference call on Tuesday, June 9, 2015 at 11:00 AM EDT, where senior management will discuss the details of the combination. Those interested in participating in the conference call should dial in approximately five to ten minutes before the start of the conference to allow ample time to access at 1 (877) 223-4471 (North American toll free), or 1-(647) 788-4922 (international). An operator will direct participants to the call.

The conference call replay will be available from 2:00 PM EST on June 9, 2015 until 11:59 PM EDT on June 16, 2015 with the following dial in number: 1 (416) 621-4642 or toll-free 1 (800) 585-8367, access code 62969809.

## **About Oban Mining Corporation**

[Oban Mining Corp.](#) is a mineral exploration company focused on the acquisition, exploration, and development of precious metal resource properties in Canada. In addition to the Company's interest in the Miller Project pursuant to the Option Agreement, the Company also holds options with other third parties to acquire a 100% undivided interest in the Côté Property, the Golden Dawn Project, the Hunter Property and other properties in the vicinity, all of which are located in northern Ontario. The Company has additionally acquired a 100% interest in the Roach Property in northern Ontario and has a 100% undivided interest in a large area of claims in the Urban Barry area of Quebec. The Company is well financed with over \$10M in cash.

## **About Eagle Hill Exploration Corporation**

[Eagle Hill Exploration Corp.](#) is a Canadian mineral exploration company focused on the exploration and development of the high-grade Windfall Lake gold deposit, located between Val-d'Or and Chibougamau in Quebec, Canada. The bulk of the mineralization occurs in the Main Zone, a southwest/northeast trending zone of stacked mineralized lenses, measuring approximately 600 metres wide and at least 1,400 metres long. The deposit remains open at depth and along strike. Eagle Hill completed a Preliminary Economic

Assessment for the project in April 2015. Additional exploration and technical work is planned for 2015 and 2016 as the project advances toward pre-feasibility.

### **About Temex Resources Corp.**

Temex is a Canadian based exploration company focusing on its portfolio of precious metals properties in the world class mining district of northeastern Ontario. Temex is advancing the Timmins Whitney Gold Project, in partnership with Goldcorp Canada Ltd., and exploring its 100%-owned Juby Gold Project.

### **About Ryan Gold**

Ryan Gold is a TSX Venture Exchange listed exploration and development company that historically focused its exploration on properties in the Yukon Territory, Canada. As at May 31, 2015, the Ryan Gold had approximately \$21 million in cash and \$800,000 in marketable Securities.

### **About Corona Gold**

Corona is a CNSX-listed resource investment company, with assets of approximately \$9 million in cash and \$6 million in marketable securities as at May 31, 2015.

### **About Osisko Gold Royalties Ltd**

Osisko is an intermediate mining royalty and exploration company with two world-class gold royalty assets. These two cornerstone assets are a 5% net smelter return ("NSR") royalty on the world-class Canadian Malartic gold mine, located in Malartic, Québec, and a 2.0-3.5% NSR on the Éléonore gold mine, located in James Bay, Québec. Osisko also holds a 3% NSR royalty on the Malartic CHL property as well as a 2% NSR royalty on the Upper Beaver, Kirkland Lake and Hammond Reef gold exploration projects in Northern Ontario.

Osisko's head office is located at 1100 Avenue des Canadiens-de-Montréal, Suite 300, Montréal, Québec, H3B 2S2.

### ***Cautionary Note Regarding Forward-Looking Information***

*Except for the statements of historical fact, this news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates and projections as at the date of this news release. The information in this news release about the completion of the business combinations described herein, and other forward-looking information includes but is not limited to information concerning: the intentions, plans and future actions of the companies participating in the transactions described herein (collectively the "Participating Companies") and other information that is not historical facts.*

*Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information.*

*This forward-looking information is based on reasonable assumptions and estimates of management of the Participating Companies, at the time it was made, involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Participating Companies to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, risks relating to the completion of the transactions described herein; risks relating to property interests; the global economic climate; metal prices; dilution; ability of New Oban to complete further acquisitions; environmental risks; and community and non-governmental actions. Although the forward-looking information contained in this news release is based upon what management believes, or believed at the time, to be reasonable assumptions, the Participating Companies cannot assure shareholders and prospective purchasers that actual results will*

*be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended, and neither the Participating Companies nor any other person assumes responsibility for the accuracy and completeness of any such forward-looking information. The Participating Companies do not undertake, and assumes no obligation, to update or revise any such forward-looking statements or forward-looking information contained herein to reflect new events or circumstances, except as may be required by law.*

*The distribution of the Oban Shares in connection with the offers will not be registered under the United States Securities Act of 1933 (the "U.S. Securities Act") and the Oban Shares may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the Oban Shares, nor shall there be any offer or sale of the Oban Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

## Contact

### Oban Mining Corp.

Jose Vizquerra, President and CEO  
416-848-9504  
Jvizquerra@obanmining.com

### Eagle Hill Exploration Corp.

David Christie, President & CEO  
647-253-1144

Rhylin Bailie, Vice President, Communications & Investor Relations  
604-609-6143  
info@eaglehillexploration.com

### Temex Resources Corp.

Ian Campbell, President & CEO  
416-862-2246 or Toll free: 866-373-6287

Karen Rees, Vice President, Exploration and Corporate Secretary  
416-862-2246 or Toll free: 866-373-6287  
info@temexcorp.com  
www.temexcorp.com

### Ryan Gold Corp.

David Schmidt, VP Corporate Development  
604-630-6889

Orest Zajcew, Chief Financial Officer  
416-482-8606

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