

Aris Gold And GCM Mining File Joint Circular For Special Meetings Of Shareholders To Approve Business Combination

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TORONTO and VANCOUVER, Aug. 18, 2022 - [GCM Mining Corp.](#) (GCM Mining) (TSX: GCM) (OTCQX: TPRFF) and [Aris Gold Corporation](#) (Aris Gold) (TSX: ARIS) (OTCQX: ALLXF) announce they have filed the joint management information circular and related meeting materials in connection with their respective special meetings of shareholders to be held on September 19, 2022. The purpose of the meetings is to approve the proposed business combination of GCM Mining and Aris Gold announced on July 25, 2022. The combined entity will continue under the name Aris Mining Corporation and will be a gold producer with increased scale, increased diversification of operating and project development risk, have an improved capital markets profile, and reduced overhead costs.

Pursuant to the transaction, Aris Gold shareholders will receive 0.5 of one GCM Mining share for each Aris Gold share held. At closing, based on the respective share values at the date of announcement of the transaction, GCM Mining and Aris Gold shareholders (excluding the 44% of Aris Gold shares held by GCM Mining) will own approximately 74% and 26% of the combined entity, respectively, on a diluted in-the-money basis.

The Board of Directors of GCM Mining and the Board of Directors of Aris Gold have unanimously approved the transaction and recommend that shareholders vote in favour of the transaction at their respective meetings.

On August 16, 2022, Aris Gold obtained an interim order from the Supreme Court of British Columbia authorizing the holding of the Aris Gold special meeting of its shareholders and matters relating to the conduct of the Aris Gold Meeting. Mailing of the joint management information circular and related meeting materials will begin soon and shareholders of both GCM Mining and Aris Gold should receive them shortly. All of the meeting materials are available on GCM Mining's website at www.gcm-mining.com and on Aris Gold's website at www.arisgold.com, as well as on each company's profile on SEDAR at www.sedar.com. GCM Mining and Aris Gold shareholders should carefully review all of the meeting materials as they contain important information concerning the transaction and the rights and entitlements of the shareholders thereunder.

Completion of the transaction is subject to customary conditions, including GCM Mining shareholder approval, Aris Gold shareholder approval, final approval from the Toronto Stock Exchange, and other regulatory approvals. The transaction is expected to close before the end of September 2022.

About GCM Mining

GCM Mining is a mid-tier gold producer with a proven track record of mine building and operating in Latin America. In Colombia, the Company is the leading high-grade underground gold and silver producer with several mines in operation at its Segovia Operations. Segovia produced 206,389 ounces of gold in 2021. In Guyana, the Company is advancing its fully funded Toroparu Project, one of the largest undeveloped gold/copper projects in the Americas, which is expected to commence production of more than 200,000 ounces of gold annually in 2024. GCM Mining has equity interests in Aris Gold Corporation (~44%; TSX: ARIS; Colombia - Marmato, Soto Norte; Canada - Juby), [Denarius Metals Corp.](#) (~32%; TSX-V: DSLV; Spain - Lomero-Poyatos and Colombia - Guia Antigua, Zancudo) and [Western Atlas Resources Inc.](#) (~26%; TSX-V: WA: Nunavut - Meadowbank).

Additional information on GCM Mining can be found at www.gcm-mining.com and www.sedar.com.

About Aris Gold

Aris Gold is a Canadian mining company listed on the TSX under the symbol ARIS and on the OTCQX under

the symbol ALLXF. The Company is led by an executive team with a demonstrated track record of creating value through building globally relevant gold mining companies. In Colombia, Aris Gold operates the 100%-owned Marmato mine, where a modernization and expansion program is under way, and as of April 12, 2022, operates the Soto Norte joint venture, where environmental licensing is advancing to develop a new gold mine. Aris Gold also owns the Jubby project, an advanced exploration stage gold project in the Abitibi greenstone belt of Ontario, Canada. Aris Gold plans to pursue acquisition and other growth opportunities to unlock value creation from scale and diversification.

Additional information on Aris Gold can be found at www.arisgold.com and www.sedar.com.

Forward-looking Information

This news release contains "forward-looking information" or forward-looking statements" within the meaning of Canadian securities legislation. All statements included herein are forward-looking, other than statements of historical fact, including without limitation statements relating to: approval by the GCM Mining and Aris Gold shareholders; the satisfaction of the conditions precedent to the transaction, and timing, receipt and anticipated effects of court, regulatory and other consents and approvals. Generally, the forward-looking information and forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "will continue" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Statements concerning mineral resource estimates may also be deemed to constitute forward-looking information to the extent that they involve estimates of the mineralization that will be encountered. The material factors or assumptions used to develop forward-looking information or statements are disclosed throughout this news release.

Forward-looking information and forward-looking statements, while based on management's best estimates and assumptions, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of GCM Mining, Aris Gold and the resulting entity to be materially different from those expressed or implied by such forward-looking information or forward-looking statement

Although GCM Mining and Aris Gold have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information or statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information or statements. The forward-looking statements and forward-looking information are made as of the date hereof and each of GCM Mining and Aris Gold disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements or forward-looking information contained herein to reflect future results. Accordingly, readers should not place undue reliance on forward-looking statements and information.

SOURCE [Aris Gold Corp.](#)

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