

# Glass Lewis and ISS Recommend That Osisko and Virginia Shareholders Vote for the Business Combination

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## **Osisko and Virginia also remind shareholders of important vote deadline to approve the business combination**

MONTREAL and QUEBEC CITY, Dec 31, 2014 - [Osisko Gold Royalties Ltd.](#) (TSX:OR) ("Osisko") and [Virginia Mines Inc.](#) (TSX:VGQ) ("Virginia") are pleased to announce that Glass, Lewis & Co. ("Glass Lewis"), a leading independent proxy advisory firm which provides voting recommendations to institutional investors, has recommended that shareholders of Virginia vote FOR the special resolution to approve the plan of arrangement (the "Arrangement") in connection with the business combination of Osisko and Virginia.

In addition, Glass Lewis has recommended that Osisko shareholders vote in favour of the ordinary resolution to approve the maximum number of common shares of Osisko that may be issued in connection with the Arrangement (the "Share Issuance"). Under the Arrangement, shareholders of Virginia (other than Osisko and any dissenting shareholders) will receive 0.92 of an Osisko share for each common share of Virginia held immediately prior to the effective time.

The recommendation from Glass Lewis comes in addition to the recommendation from Institutional Shareholder Services ("ISS"), which also recommends that shareholders of Virginia vote FOR the special resolution to approve the Arrangement and shareholders of Osisko to vote FOR the ordinary resolution to approve the Share Issuance, as announced by Osisko and Virginia on December 22nd, 2014.

On November 17, 2014, Osisko and Virginia announced their proposed business combination structured by way of a plan of arrangement. Completion of the business combination is intended to create a new leading intermediate royalty and mining company with two world-class gold royalty assets located in Québec, Canada, one of the world's premier mining jurisdictions.

Shareholders of Osisko and Virginia are reminded to vote their proxies ahead of the upcoming proxy voting deadline:

For Virginia shareholders, the deadline for submitting proxies is 10:00 a.m. (EST) on Thursday, January 8, 2015.

For Osisko shareholders, the deadline for submitting proxies is 11:00 a.m. (EST) on Thursday, January 8, 2015.

## **VIRGINIA SPECIAL MEETING**

The special meeting of shareholders of Virginia is scheduled to be held at 10:00 a.m. (Eastern Standard Time) on Monday, January 12, 2015 at The Fairmont Queen Elizabeth Hotel (Hochelaga Room) located at 900 René-Levesque Boulevard West, Montréal, Québec, Canada, H3B 4A5.

## **OSISKO SPECIAL MEETING**

The special meeting of shareholders of Osisko is scheduled to be held at 11:00 a.m. (Eastern Standard Time) on Monday, January 12, 2015 at The Fairmont Queen Elizabeth Hotel (Hochelaga Room) located at 900 René-Levesque Boulevard West, Montréal, Québec, Canada, H3B 4A5.

Your vote is important regardless of the number of shares you own. Osisko and Virginia encourage shareholders to read the meeting materials in detail. An electronic copy of the joint management information circular of Osisko and Virginia dated December 5, 2014 (the "Joint Circular") is available on Osisko's website at [www.osiskogr.com](http://www.osiskogr.com) and on Virginia's website at [www.minesvirginia.com/en](http://www.minesvirginia.com/en). It will also be available under the issuer profile of both companies on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Proxy Submission Deadline:**

Virginia Shareholders: January 8, 2015 at 10:00 a.m. (Eastern Standard Time)

Osisko Shareholders: January 8, 2015 at 11:00 a.m. (Eastern Standard Time)

### **YOUR VOTE IS IMPORTANT - PLEASE VOTE TODAY**

The Board of Directors of Virginia UNANIMOUSLY recommends that shareholders vote IN FAVOUR of the Arrangement and the Board of Directors of Osisko UNANIMOUSLY recommends that shareholders vote IN FAVOUR of the Share Issuance.

### **HOW TO VOTE**

Due to essence of time, shareholders are encouraged to vote today using the internet, telephone or facsimile.

#### ***Registered shareholders of Osisko and Virginia***

Registered shareholders may vote by:

- Internet: [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com)
- Telephone: 1-888-489-7352 (North American Toll Free)
- Facsimile: 1-866-781-3111 (North American Toll Free), +416-368-2502 (outside NA)
- Mail
- Attending the meeting in person

#### **Non-registered shareholders of Osisko and Virginia**

Shareholders who hold shares of Osisko or Virginia through a bank or other intermediary will have different voting instructions and should carefully follow the voting instructions provided to them. In most cases, non-registered shareholders will receive a voting instruction form as part of the meeting materials. Non-registered shareholders are encouraged to complete, sign and return the voting instruction form in accordance with the instructions on the form.

In addition, certain non-registered shareholders of Osisko and Virginia may be contacted by Laurel Hill Advisory Group, the proxy solicitation agent, to obtain votes directly over the phone utilizing the Broadridge QuickVote™ service.

### **Shareholders Questions**

Shareholders of either company who have questions regarding the Arrangement or require assistance with voting may contact Laurel Hill Advisory Group, the proxy solicitation agents, by telephone or email as set forth below.

#### **Laurel Hill Advisory Group**

By telephone (North American Toll Free) at: 1-877-452-7184  
By telephone (Collect outside North America) at: +1-416-304-0211  
By email at: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

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

[Osisko](#) is a gold-focused royalty and mining company whose cornerstone asset is a 5% Net Smelter Royalty ("NSR") royalty on the world-class Canadian Malartic gold mine, located in Malartic, Québec. The Company also holds a 2% NSR royalty on the Upper Beaver, Kirkland Lake and Hammond Reef gold exploration projects in Northern Ontario. The Corporation has over \$170 million in cash resources, no debt and a portfolio of investments in emerging exploration companies.

## About Virginia Mines Inc.

[Virginia](#) conducts its exploration activities over the vast, unexplored territories of Northern Québec in order to create value for its shareholders while protecting the quality of life for both present and future generations. With approximately \$65 million in cash and short term investments, and a large area of mining claims in Québec North, Virginia is among the most active mining exploration companies in Québec. Strengthened by the discovery of the Éléonore project and more than 20 years expertise on the territory, Virginia's exploration team is recognized as one of the best in Canada. Virginia also holds a 2.2% to 3.5% royalty in the Éléonore property.

## Forward-looking statements

*Certain statements contained in this press release may be deemed "forward-looking statements". All statements in this release, other than statements of historical fact, that address future events, developments or performance that Osisko and Virginia (collectively, the "Corporations") expect to occur including managements' expectations regarding the Corporations' growth, results of operations, estimated future revenues, requirements for additional capital, future demand for and prices of commodities, business prospects and opportunities are forward looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "scheduled" and similar expressions or variations (including negative variations), or that events or conditions "will", "would", "may", "could" or "should" occur including, without limitation, that all conditions precedent to the transaction will be met and the realization of the anticipated benefits deriving therefrom for shareholders of the Corporations, the view on (i) the quality and the potential of the Corporations' assets, (ii) the consideration offered to Virginia's shareholders, (iii) the potential of the combined entity. Although the Corporations believe the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements involve known and unknown risks, uncertainties and other factors and are not guarantees of future performance and actual results may accordingly differ materially from those in forward looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include, without limitation:*

*fluctuations in the prices of the commodities that drive royalties held by the Corporations; fluctuations in the value of the Canadian dollar relative to the U.S. dollar; risks related to the operators of the properties in which the Corporations hold a royalty; development, permitting, infrastructure, operating or technical difficulties on any of the properties in which the Corporations hold a royalty or other interest; rate and timing of production differences from resource estimates or production forecasts by operators of properties in which the Corporations hold a royalty or other interest; risks and hazards associated with the business of exploring, development and mining on any of the properties in which the Corporations hold a royalty or other interest, including, but not limited to unusual or unexpected geological and metallurgical conditions, slope failures or cave-ins, flooding and other natural disasters or civil unrest; regulatory changes by national and local government, including corporate law, permitting and licensing regimes and taxation policies; regulations and political or economic developments in any of the countries where properties in which the Corporations hold a royalty or other interest are located or through which they are held; continued availability of capital and financing and general economic, market or business conditions; business opportunities that become available to, or are pursued by the Corporations; the impossibility to acquire royalties and to fund precious metal streams; other uninsured risks.*

*The forward looking statements contained in this press release are based upon assumptions management believes to be reasonable, including, without limitation: the ongoing operation of the properties in which the Corporations hold a royalty or other interest by the owners or operators of such properties in a manner consistent with past practice; the accuracy of public statements and disclosures made by the owners or operators of such underlying properties; no material adverse change in the market price of the commodities that underlie the asset portfolio; no adverse development in respect of any significant property in which the Corporations hold a royalty, stream or other interest; the accuracy of publicly disclosed expectations for the development of underlying properties that are not yet in production; and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated or intended. For additional information on risks, uncertainties and assumptions, please refer to the factors described, referred to, or incorporated by reference in the section entitled "Risk Factors" in the Joint Circular, which should be reviewed in conjunction with the information found in this press release, all of which is available on SEDAR at [www.sedar.com](http://www.sedar.com). Please also consult Virginia's annual report on Form 40-F filed with the U.S. Securities and Exchange Commission. Risks and uncertainties relating to the Corporations are also discussed under the header "Risks and Uncertainties" in the Corporations' management's discussion and analysis for their most recent interim financial statements, which are available on SEDAR at [www.sedar.com](http://www.sedar.com). The Corporations caution that the foregoing list of risk and uncertainties is not exhaustive. Investors and others who base themselves on the forward looking statements contained herein should carefully consider the*

*above factors as well as the uncertainties they represent and the risk they entail. The Corporations believe that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this press release should not be unduly relied upon. These statements speak only as of the date of this press release. The Corporations undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable law.*

## Contact

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