

## Yintai to Acquire Osino in an All-Cash Transaction for C\$368 million

Vancouver, British Columbia, February 25, 2024 / - Yintai Gold Co., Ltd (000975.CN) ("Yintai") and Osino Resources Corp. (TSX:OSI.V) (NSX:OSN) (FSE:RSR1) ("Osino") are pleased to announce that they have entered into a binding arrangement agreement (the "Yintai Arrangement Agreement"), pursuant to which Yintai will acquire all of the outstanding common shares of Osino (each, an "Osino Common Share") by way of a plan of arrangement (the "Yintai Arrangement"), for cash consideration of C\$1.90 for each Osino Common Share, valuing Osino at approximately C\$368 million. At closing of the Yintai Arrangement, Osino's portfolio will consist only of gold related assets located in Namibia, primarily the Twin Hills Gold Project in central Namibia as well as exploration projects Ondundu and Eureka.

Prior to entering into the Yintai Arrangement Agreement, Osino terminated its arrangement agreement with Dundee Precious Metals Inc. ("DPM"), dated December 17, 2023 (the "DPM Arrangement Agreement"), in accordance with its terms.

### Transaction Highlights

- Significant premium of approximately 32% to the implied value of the consideration pursuant to the DPM Arrangement Agreement<sup>1</sup>
- All-cash offer, providing value certainty and immediate liquidity to Osino shareholders
- Highly credible and capable counterparty in Yintai
  - US\$5.6 billion market capitalization as a publicly traded company on the Shenzhen stock exchange
  - Track record of successful M&A including the US\$600 million acquisition of Canadian-listed Eldorado Gold Corporation's White Mountain (Jilin Banmiaozi) and Tanjianshan (Qinghai Dachaidan) Mines and Eastern Dragon (Heihe Yintai) Development Project in 2016
  - Significant support from its major shareholder, Shandong Gold – with its own strong track record of international M&A
- Immediate cash infusion for Osino of US\$10 million for operations and working capital needs and the reimbursement in full of the termination fee paid to DPM
- Chinese outbound investment approvals to be obtained in parallel with Namibian competition approval
- Leverages Yintai's strong balance sheet and access to capital to fast-track development of Twin Hills

As referenced in its press release on February 19, 2024, Osino received a binding proposal from Yintai to acquire all of the issued and outstanding Osino Common Shares and notified DPM that this offer constituted a "Superior Proposal" in accordance with the terms of the DPM Arrangement Agreement. DPM notified Osino that it will not propose to amend the terms of the DPM Arrangement Agreement in light of the Yintai proposal and, as a result, Osino terminated the DPM Arrangement Agreement in accordance with its terms and entered into the Yintai Arrangement Agreement.

Based on the closing price of the DPM common shares on the Toronto Stock Exchange as of February 16, 2024, the Superior Proposal represents a premium of approximately 32% to the implied value of the consideration offered pursuant to the DPM Arrangement Agreement and approximately 68% premium to the unaffected share price of the last trading day prior to announcement of the DPM Arrangement Agreement.

<sup>1</sup> Based on the closing price of the DPM common shares on the Toronto Stock Exchange as of February 16, 2024, the last trading day prior to the announcement of the Superior Proposal.

Yintai has also provided Osino with a loan comprising of approximately (i) US\$10 million facility provided concurrently with the execution of the arrangement agreement to enable the continued, fast-tracked development of the Twin Hills gold project and to fund other liquidity needs of Osino and (ii) an amount equal to the termination fee paid by Osino following the termination of the DPM Arrangement Agreement (the "Yintai Facility").

**Heye Daun, President and CEO of Osino, stated:**

*"Whilst we were appreciative of the previous offer from DPM, the all-cash offer from Yintai represents a significant premium to the DPM offer price, thus is clearly a superior proposal, and is an excellent outcome for Osino's shareholders. Yintai is experienced, well-financed, and has a highly credible track record of gold mining in China, with the technical skills and financial resources to progress the project through construction and into production. We look forward to working with Yintai to continue to fast-track the development of the project and close this transaction."*

**Xingong Ou, President of Yintai, stated:**

*"Twin Hills represents a unique opportunity to add a high-quality gold development asset to our portfolio in a stable and mining friendly jurisdiction. The project provides the foundation for our future production profile with production targeted for 2026, as well as significant exploration upside. We are excited to leverage the excellent work done by the Osino team in discovering and progressing Twin Hills to this point and we look forward to working with the existing Osino team to grow their Namibian activities and to implement the construction of the project. We are impressed with the responsible mining approach which the Osino team has built, and we intend to continue and to grow that approach."*

**Osino Board of Directors' and Special Committee Recommendations**

After consultation with its financial and legal advisors, and on the unanimous recommendation of the special committee of independent directors (the "**Special Committee**"), the Osino Board unanimously determined that the Transaction is fair to Osino shareholders and is in the best interests of Osino and approved the Yintai Arrangement Agreement. Accordingly, the Osino Board and the Special Committee recommend that Osino shareholders vote **IN FAVOUR** of the Transaction.

The Osino Board and the Special Committee received fairness opinions from each of BMO Capital Markets and Eight Capital, which state that as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications set forth therein, the Consideration to be received by Osino shareholders, pursuant to the Transaction, is fair from a financial point of view to the Osino shareholders. Eight Capital was retained on a fixed-fee basis.

**Transaction Conditions and Timing**

The proposed transaction will be completed pursuant to a court approved plan of arrangement under the *Business Corporations Act* (British Columbia). The transaction will be subject to the approval of Osino security holders, being: (i) 66 2/3% of the votes cast by shareholders, (ii) 66 2/3% of the votes cast by holders of incentive securities and warrants voting as a single class with shareholders; and (iii) a simple majority of shareholders excluding votes held by related parties under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, at a special meeting of Osino securityholders.

The Yintai Arrangement Agreement provides for, among other things customary board support and non-solicitation covenants, with a "fiduciary out" that would allow Osino to accept a superior proposal, subject to a "right to match period" in favour of Yintai. The Yintai Arrangement Agreement also provides for a termination fee of US\$9.55 million, payable by Osino to Yintai in certain specified circumstances along with the repayment

or conversion of the loan. The Yintai Arrangement Agreement also includes a reverse termination fee in the amount of US\$9.55 million, payable by Yintai to Osino in certain other specified circumstances.

Pursuant to the Yintai Arrangement Agreement, all outstanding Osino stock options, restricted share units, deferred share units and warrants which remain outstanding at the effective time of the Transaction, will be deemed to be exercised or settled, for their in-the-money value net of withholding taxes, as applicable, under the arrangement for Osino Shares, which will be exchanged for the Consideration.

Directors and officers of Osino have entered into voting support agreements pursuant to which they have agreed to vote their common shares in favour of the Yintai Arrangement.

Subject to certain conditions, including the parties obtaining the requisite regulatory approvals, the transaction is expected to close in H1 2024, subject to timing of the approvals under the Namibia Competition Act. Upon closing of the transaction, the Osino Shares are expected to be concurrently delisted.

### **Securityholder Meeting**

As a result of Osino's termination of the DPM Arrangement Agreement, the special meeting of Osino securityholders previously scheduled for March 1, 2024 at 8:30 a.m. (Vancouver Time) at which securityholders were to consider the transactions contemplated by the DPM Arrangement Agreement will not proceed on that date and has been cancelled.

Osino expects to hold a new special meeting of securityholders as of a record date of March 15, 2024 on April 29, 2024, where securityholders will be asked to approve the transactions contemplated by the Yintai Arrangement Agreement.

Full details of the Yintai Arrangement will be included in a management information circular of Osino that is expected to be mailed to Osino's shareholders by early April, 2024.

Shareholders who have questions regarding the Yintai Arrangement should contact Osino's strategic shareholder advisor and proxy solicitation agent Laurel Hill Advisory Group at +1 (416) 637-4661, or by e-mail at [info@laurelhill.com](mailto:info@laurelhill.com).

### **Advisors and Counsel**

BMO Capital Markets and Treadstone Resource Partners are acting as financial advisors to Osino and its Board of Directors and Eight Capital is acting as financial advisor to the special committee of the Board. Stikeman Elliott LLP and King & Wood Mallesons are acting as Osino's legal advisors.

Canaccord Genuity is acting as financial advisor to Yintai. DeHeng Law Offices and McCarthy Tétrault LLP are acting as Yintai's legal advisors.

### **About Osino Resources Corp.**

Osino is a Canadian gold exploration and development company focused on the fast-tracked development of our wholly owned, Twin Hills Gold Project in central Namibia. Since its grassroots discovery by Osino in August 2019, Osino has completed more than 250,000m of drilling and has completed a suite of specialist technical studies culminating in the recently published Twin Hills Definitive Feasibility Study ("DFS") dated effective June 12, 2023. The DFS describes a technically simple and economically robust open-pit gold operation with a 13-year mine life and average annual gold production of over 162,000oz per annum.

Osino has a commanding ground position of over 8,000km<sup>2</sup> located within Namibia's prospective Damara sedimentary mineral belt, mostly in proximity to and along strike of the producing Navachab and Otjikoto Gold

Mines. Osino is actively exploring a range of gold prospects and targets along the belt by utilizing a portfolio approach geared towards discovery, targeting gold mineralization that fits the broad orogenic gold model.

Our projects are favourably located in central and northern Namibia and are within easy reach from Namibia's capital city, Windhoek. By virtue of its location, the Twin Hills project benefits significantly from Namibia's well-established infrastructure with paved highways, railway, power and water in close proximity. Namibia is mining-friendly and lauded as one of the continent's most politically and socially stable jurisdictions.

### **Qualified Person's Statement**

David Underwood, BSc. (Hons) is Vice President Exploration of Osino and has reviewed and approved the scientific and technical information in this news release and is a registered Professional Natural Scientist with the South African Council for Natural Scientific Professions (Pr. Sci. Nat. No.400323/11) and a Qualified Person for the purposes of NI 43-101 – Standards of Disclosure for Mineral Projects.

Further details are available on Osino's website at <https://osinoresources.com> and under Osino's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### **About Yintai Gold Co., Ltd.**

Yintai is a mining company publicly listed on the Shenzhen Stock Exchange with a market capitalization of US\$5.6 billion as of February 23, 2024, as well as in excess of US\$570 million in cash and cash equivalents as of December 31, 2023. Yintai conducts businesses in the mining and exploration of precious and non-ferrous metal.

Yintai owns 5 mining operations in China, including the Yulong lead, zinc and silver mine, the Heihe Yintai gold mine, the Jilin Banmiaozi gold mine, the Qinghai Dachaidan gold mine and the Mangshi Huasheng gold mine. In 2023, Yintai produced 225.4 Koz of gold, 6.2 Moz of silver, 9.5 Kt of lead and 16.5 Kt of zinc. The major ~29% shareholder of Yintai is Shandong Gold, the operator of multiple gold mines internationally including the ~7Moz Namdini Gold Project under construction in Ghana.

### **On Behalf of Osino's Board of Directors**

Heye Daun, President and CEO

### **Contact Information**

Osino Resources Corp.

Yaron Conforti

+1-604-687-2038

[yconforti@osinoresources.com](mailto:yconforti@osinoresources.com)

**Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.**

### **Forward-Looking Information**

*This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements and information with respect to statements regarding the plans, intentions, beliefs and current expectations of Yintai and Osino with respect to future business activities and operating performance; the timing of mailing of the management information circular of Osino, the timing of the special meeting of securityholders and the timing of the completion of the transactions contemplated by the Yintai Arrangement Agreement. Generally, forward-looking information 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", 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". Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market and economic risks, uncertainties and contingencies that may cause actual results, performance or achievements to be materially different from those expressed or implied by forward-looking statements. Although Osino has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in Osino's most recent annual management's discussion and analysis which is available on Osino's profile on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com). Osino does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*