

NewOrigin Gold Receives Final Order for Arrangement with Harfang Exploration

Toronto, Ontario--(Newsfile Corp. - October 31, 2024) - NewOrigin Gold Corp. (**TSXV: NEWO**) ("**NewOrigin**" or the "**Company**") is pleased to announce that the Ontario Superior Court of Justice (Commercial List) has granted the final order (the "**Final Order**") in connection with the proposed business combination of NewOrigin and Harfang Exploration Inc. ("**Harfang**"), pursuant to which it is proposed that Harfang will acquire all of the outstanding common shares of NewOrigin by way of a proposed plan of arrangement (the "**Arrangement**"), in accordance with the terms and subject to the conditions of the arrangement agreement between NewOrigin and Harfang dated August 8, 2024. As previously announced, the Arrangement was overwhelmingly approved by NewOrigin's shareholders at a special meeting held on October 23, 2024 (the "**Meeting**").

Under the terms of the Arrangement, all of the issued and outstanding common shares of NewOrigin will be exchanged for common shares of Harfang on the basis of 0.25694426 of a common share of Harfang for each common share of NewOrigin. Following completion of the Arrangement, former NewOrigin shareholders (except Harfang) will own approximately 20% of the common shares of Harfang.

Closing of the Arrangement remains subject to the satisfaction of certain customary closing conditions, including receipt of TSX Venture Exchange and regulatory approvals. Subject to the satisfaction of these closing conditions, the parties to the Arrangement currently expect the Arrangement to be completed in the first half of November.

Further details regarding the Arrangement can be found in the Company's management information circular dated September 12, 2024 (the "**Circular**") in respect of the Meeting, which can be found under the Company's SEDAR+ profile at www.sedarplus.ca.

NewOrigin shares are expected to be delisted from the TSX Venture Exchange and an application will be made for NewOrigin to cease to be a reporting issuer following the closing of the Arrangement.

This news release is not and is not to be construed in any way as, an offer to buy or sell securities in the United States. The distribution of the Harfang common shares in connection with the transactions described herein will not be registered under the United States Securities Act of 1933 (the "**U.S. Securities Act**") and the Harfang common 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 Harfang common shares, nor shall there be any offer or sale of the Harfang common shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About NewOrigin Gold Corp.

NewOrigin Gold Corp. is a Canadian exploration company focused on drill discovery at its gold projects in the Canadian Shield. NewOrigin's management and board have extensive experience in the delineation and development of gold deposits. The Company's common shares trade on the TSX Venture Exchange under the ticker "NEWO".

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Cautionary Statement regarding Forward Looking Statements:

Neither 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.

This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the anticipated completion of the Arrangement and the timing thereof, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, any inability of the parties to satisfy the conditions to the completion of the Arrangement on acceptable terms or at all, receipt of necessary stock exchange and court approvals, the Company's ability to obtain all approvals required in connection with the foregoing, failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR+. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.



NewOrigin
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