



Prime Mining Receives FOR Recommendation from Leading Independent Proxy Advisory Firm Regarding Plan of Arrangement with Torex Gold; Securityholders are Reminded of Voting Deadline for Upcoming Special Meeting

VANCOUVER, British Columbia, Sept. 18, 2025 -- Prime Mining Corp. ("Prime" or the "Company") (TSX: PRYM) (OTCQX: PRMNF) (Frankfurt: O4V3) is pleased to announce that Glass Lewis, a leading independent proxy advisory firm has recommended that Prime Securityholders (as defined below) vote "FOR" the plan of arrangement (the "Arrangement") with Torex Gold Resources Inc.

The Glass Lewis report stated: "Overall, we believe the transaction offers a compelling balance of immediate value and long-term upside, achieved through a fair and well-structured process. Considering the premium offered, the strong strategic rationale, and the opportunity for continued participation in Torex's future growth, we conclude that the acquisition is in the best interests of Prime Mining's shareholders. Accordingly, we recommend that shareholders vote FOR the arrangement proposal and related resolutions."

Scott Hicks, CEO, commented "We are pleased to receive an independent FOR recommendation from Glass Lewis, affirming that the Plan of Arrangement with Torex is in the best interests of Prime Securityholders given the premium offered, strategic rationale and opportunity for continued participation in Torex's future growth."

YOUR VOTE IS IMPORTANT – PLEASE VOTE TODAY

The proxy voting deadline is 2:00 pm (Vancouver Time) on Thursday, September 25, 2025

Prime additionally reminds the holders of common shares of the Company ("**Prime Shares**"), the holders of options to purchase Prime Shares, the holders of restricted share units, the holders of deferred share units, and the holders of warrants to purchase Prime Shares (collectively, the "**Securityholders**") of the upcoming deadline to vote at the Company's special meeting of Securityholders (the "**Meeting**") to be held on Monday, September 29, 2025 at 2:00 p.m. (Vancouver Time) to approve the Arrangement with Torex Gold Resources Inc.

Prime Board Recommendation

The Board of Directors of Prime unanimously recommends that the Securityholders vote **FOR** the Arrangement.

Securityholders may vote online, by fax or by mail in accordance with the instructions set forth in their proxy form(s) or voting instruction form, as applicable.

For more information relating to the Arrangement, please refer to the management information circular of the Company in connection with the Meeting (the "**Circular**"), which is available under the Company's profile on SEDAR+ at www.sedarplus.ca and on Prime's website at www.primeminingcorp.ca.

Special Meeting Details

The Meeting is to be held on September 29, 2025 at 2:00 p.m. (Vancouver time) at the offices of the Company at Suite 710 – 1030 West Georgia Street, Vancouver, British Columbia.

Questions & Voting Assistance

Securityholders who have questions or need assistance with voting their Prime Securities should contact the Company by telephone at (604) 428-6128 or by email at info@primeminingcorp.ca.

If you have any questions or require any assistance with completing your Letter of Transmittal, please contact the Depositary by telephone at 1-800-564-6253 (Canada and the United States) or 1-514-982-7555 (International) or by email at corporateactions@computershare.com.

If you have questions about deciding how to vote on the Arrangement, you should contact your own legal, tax, financial or other professional advisor.

About Prime Mining

Prime is managed by an ideal mix of successful mining executives, strong capital markets personnel and experienced local operators all focused on unlocking the full potential of the Project. The Company has a well-planned capital structure with a strong management team and insider ownership.

For further information, please visit <https://www.primeminingcorp.ca/> or direct enquiries to:

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Forward Looking Information

This news release contains certain “forward-looking information” and “forward-looking statements” within the meaning of Canadian securities legislation as may be amended from time to time, including, without limitation, statements regarding the Meeting and the anticipated timing thereof. Forward-looking statements are statements that are not historical facts which address events, results, outcomes, or developments that the Company expects to occur. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made, and they involve several risks and uncertainties. Certain material assumptions regarding such forward-looking statements were made, including without limitation, assumptions regarding the price of gold, silver and copper; the accuracy of mineral resource estimations; that there will be no material adverse change affecting the Company or its properties; that all required approvals will be obtained, including concession renewals and permitting; that political and legal developments will be consistent with current expectations; that currency and exchange rates will be consistent with current levels; and that there will be no significant disruptions affecting the Company or its properties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements involve significant known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated. These risks include but are not limited to: the failure to receive the required court and regulatory approvals to effect the Arrangement and the satisfaction or waiver of conditions precedent to the Arrangement, the potential of a third party making a superior proposal to the Arrangement, risks related to uncertainties inherent in the preparation of mineral resource estimates, including but not limited to changes to the cost assumptions, variations in quantity of mineralized material, grade or recovery rates, changes to geotechnical or hydrogeological considerations, failure of plant, equipment or processes, changes to availability of power or the power rates, ability to maintain social license, changes to interest or tax rates, changes in project parameters, delays and costs inherent to consulting and accommodating rights of local communities, environmental risks, title risks, including concession renewal, commodity price and exchange rate fluctuations, risks relating to COVID-19 and other future pandemics, delays in or failure to receive access agreements, on-going receipt of amended and/or operating permits, risks inherent in the estimation of mineral resources; and risks associated with executing the Company’s objectives and strategies, including costs and expenses, physical access to the property, security risks, availability of contractors and skilled labour, as well as those risk factors discussed in the Company’s most recently filed management’s discussion and analysis, its annual information form dated March 28, 2025 and the Circular, available on www.sedarplus.ca. Except as required by the securities disclosure laws and regulations applicable to the Company, the Company undertakes no obligation to update these forward-looking statements if management’s beliefs, estimates or opinions, or other factors, should change.