

# Wesdome Gold Mines and Windarra Minerals Ltd. announce definitive agreement regarding acquisition

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TORONTO, July 30, 2013 - [Wesdome Gold Mines Ltd.](#) ("Wesdome") (TSX:WDO) and [Windarra Minerals Ltd.](#) ("Windarra") (TSX-V:WRA) are pleased to announce that they have executed a definitive agreement (the "Agreement") pursuant to the previously announced letter of intent for the proposed acquisition by Wesdome of all of the issued and outstanding common shares of Windarra (the "Windarra Shares") on the basis of one common share of Wesdome for each ten Windarra Shares held (the "Transaction"). The Agreement was negotiated at arm's length and is effective as of July 29, 2013.

Donovan Pollitt, President of Wesdome and John Pallot, President of Windarra, stated "People familiar with the combined assets and the long history of both companies are delighted that they have logically come together. It is clearly a win-win deal.

The shareholders will now own 100% of over 24 kilometres of the Mishibishu Deformation Zone, over 18 kilometres of the Eagle River Deformation Zone and the Eagle River Mill Complex. Recent success in building the new Mishi Mine and its early performance served as a catalyst to see the bigger picture. We now recognize potential for a bigger operation here with outstanding exploration and expansion potential.

Wesdome's operating experience in the area involves building two underground mines and one open pit mine since it acquired the Eagle River property in March, 1994. From the first gold poured on October 17, 1995, to June 30, 2013, it has produced 1.1 million ounces of gold.

Windarra's presence in the area dates to 1987. It was a partner in the Magnacon Mine Development, explored actively in the camp and importantly hand-picked and consolidated ownership in the best potential lands over a long period of time. This arrangement is consistent with Windarra's long-term strategy and vision."

The Transaction is expected to be completed by way of a share exchange involving Wesdome, Windarra and a wholly-owned subsidiary of Wesdome. The Transaction will also be subject to: (i) requisite approval by the shareholders of Windarra and the appropriate regulatory bodies; (ii) all of the outstanding options and warrants to acquire Windarra Shares having been exercised or cancelled; and (iii) other standard closing conditions.

Based on the currently issued and outstanding Windarra Shares as of the date of this announcement, the number of Wesdome common shares to be issued as part of the consideration will be approximately four million shares, representing approximately 3.9% of Wesdome's currently issued and outstanding shares on a non-diluted basis.

The Transaction values Windarra's equity at approximately C\$1.55 million on a non-diluted basis. Following completion of the Transaction, Windarra shareholders will own approximately 3.8% of Wesdome's outstanding common shares on a non-diluted basis, based on their current shareholdings in Windarra.

The Board of Directors of Windarra is unanimously recommending that Windarra shareholders vote in favour of the Transaction.

Following completion of the Transaction, it is expected that Windarra will be a private company wholly-owned by Wesdome.

Directors and officers of Windarra, as well as certain of its shareholders, have entered into voting support agreements with Windarra pursuant to which each such party has agreed to vote in favour of the Transaction. Such locked-up Windarra Shares represent approximately 32% of the issued and outstanding Windarra Shares on a non-diluted basis.

The terms and conditions of the Agreement will be disclosed in more detail in Windarra's management information circular, which is expected to be filed and mailed to Windarra shareholders in early September, 2013.

Details regarding these and other terms of the Transaction are set out in the Agreement, which will be available on SEDAR at [www.sedar.com](http://www.sedar.com)

### About Wesdome

[Wesdome](#) is in its 26th year of continuous mining operations in Canada. It currently has two producing gold mines in Wawa, Ontario and owns the Kiena Complex in Val d'Or, Québec. Wesdome has approximately 101.8 million common shares issued and outstanding which trade on the Toronto Stock Exchange under the symbol "WDO".

### About Windarra

[Windarra](#) is an established Canadian exploration company. It has actively been involved in exploration and development projects in the Mishibishu Greenstone belt for 20 years, and holds a further 100% interest in the two Mishi mining leases consisting of approximately 705 hectares in the Mishibishu Lake Township and a 25% interest in the Magnacon East property. It has 40.3million Windarra Shares outstanding and trades on the TSX Venture Exchange under the symbol "WRA".

*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.*

*This news release contains "forward-looking information" which may include, but is not limited to, statements with respect to the Transaction, the expected timetable for completing the Transaction, and any other statements about the future expectations, beliefs, goals, plans or prospects expressed by the management of either Windarra or Wesdome. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative 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 involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Windarra and/or Wesdome to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements contained herein are made as of the date of this press release and each of Windarra and Wesdome disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Each of Windarra and Wesdome undertakes no obligation to update forward-looking statements if circumstances, management's estimates or opinions should change, except as required by securities legislation. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.*

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