OBSERVATIONS FROM THE ECO ORO PROXY CONTEST

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Today marks the first anniversary of the start of what was likely the most acrimonious proxy fight in Canada in 2017. On February 10, 2017, Harrington Global Opportunities Fund Ltd. and Courtenay Wolfe [1] (collectively, the "Shareholder Group") requisitioned a shareholders' meeting to replace each of the six incumbent directors of Eco Oro Minerals Corp. ("Eco Oro" or the "Company"). On August 1, 2017, following nine separate proceedings[2] brought before courts and securities regulators, the parties announced a settlement agreement that put an end to the proxy contest. In this paper, we will highlight some of the key findings arising out of the various proceedings, relating to the Company's impugned issuance of common shares, and will discuss the main takeaways and the practical implications for issuers, investors and securities law practitioners.[3]

[1] McMillan LLP represented the Shareholder Group.[ps2id id='1' target=''/]

[2] These actions related to, among other things, allegations of acting jointly or in concert and defamation, relief sought to cease-trade options, relief sought under section 186 of the Business Corporations Act (British Columbia) SBC 2002, c 57 [the BCBCA] and separately under section 228 of the BCBCA and relief to reverse a share issuance.[ps2id id='2' target=''/]

[3] The opinions expressed herein, particularly under the heading "Observations and Implications", are those of the authors and not McMillan LLP or its clients.[ps2id id='3' target=''/]