



Rome Resources Enters into Loan Agreement

Vancouver BC, December 28, 2023 - Rome Resources Ltd. (TSXV: RMR, Frankfurt: 33R) ("**Rome**" or the "**Company**") is pleased to announce that, pursuant to the heads of terms between the Company and Pathfinder Minerals Plc ("Pathfinder") announced on November 29, 2023, Rome has entered into a loan agreement (the "Loan Agreement") dated December 21, 2023 with Pathfinder, which provides for Pathfinder to lend up to \$2,500,000 to Rome pursuant to two drawdowns, subject to satisfaction of certain conditions set out in the Loan Agreement. The Loan Agreement provides for the grant of loan bonuses to Pathfinder whereby 2,000,000 share purchase warrants ("Warrants") will be issued to Pathfinder in connection with the first drawdown of \$500,000 and an additional 8,000,000 Warrants will be issued to Pathfinder in connection with the second drawdown of \$2,000,000. Each Warrant will be exercisable to purchase one common share in the capital of Rome at a price of \$0.25 per share on or before the later of the Final Repayment Date (as defined in the Loan Agreement) or the Extended Repayment Date (as defined in the Loan Agreement). The Final Repayment Date is defined in the Loan Agreement as (a) the date that is 12 months from the date of the second drawdown, or (b) if the second drawdown does not occur on or prior to December 21, 2024, the date of the first drawdown. The Extended Repayment Date is the date that is 12 months from the Final Repayment Date by which all funds borrowed would have to be repaid in the event the proposed reverse takeover of Rome by Pathfinder (the "Transaction") terminates before April 15, 2024 or such later date as may be agreed between Pathfinder and Rome (the "Long Stop Date"). If the Transaction terminates prior to the Long Stop Date, the Loan Agreement provides for Rome to grant a further loan bonus to Pathfinder comprised of an additional 10,000,000 Warrants, provided that the total number of outstanding Warrants held by Pathfinder in connection with the Loan Agreement shall not exceed 10,000,000 unless agreed to in writing by the parties and subject to approval by the TSX Venture Exchange. The issuance of the Warrants to Pathfinder is subject to acceptance for filing by the TSX Venture Exchange.

About Rome Resources

Rome Resources Ltd. is a mineral exploration company that has entered into two option agreements and a binding term sheet to acquire direct and indirect interests in two contiguous properties situated in the Walikale District of the North Kivu Province in eastern DRC, which are collectively referred to as the "Bisie North Tin Project". Rome has completed an initial phase of drilling on the project where it is responsible to fund exploration up to the completion of a definitive feasibility study.

Contacts

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Cautionary Note Regarding Forward-Looking Statements

The information in this news release may include certain information and statements about management's view of future events, expectations, plans and prospects that may constitute forward-





looking statements. Forward-looking statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Although Rome Resources Ltd believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, Rome Resources Ltd disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

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