

Rome Resources Announces Amendment of Loan Agreement and TSXV Conditional Acceptance

Vancouver BC, January 12, 2024 - Rome Resources Ltd. (TSXV: RMR, Frankfurt: 33R) ("**Rome**" or the "**Company**") is pleased to announce that it has entered into a loan amendment agreement dated January 10, 2024 with Pathfinder Minerals Plc ("**Pathfinder**" or "**Lender**"), which amends the loan agreement (as amended, the "**Loan Agreement**") between the Company and Pathfinder announced on December 28, 2023. Rome also announces that the TSX Venture Exchange ("**TSXV**") has conditionally accepted for filing the loan ("**Loan**"), between the Company and Pathfinder, whereby a total of CDN\$2,500,000 has been loaned to the Company. The Loan has a term of up to 24 months. The Company must repay the Loan, together with a fixed payment on the Loan equal to 10% of the outstanding balance of the Loan, which fixed payment will increase to 15% of the outstanding balance of the Loan if the proposed transaction between the Company and the Lender announced by the Company on November 29, 2023 (the "**Transaction**") terminates prior to April 15, 2024 or such later date as may be agreed between Pathfinder and Rome. Additionally, the TSXV has conditionally accepted for filing the issuance of up to 12,500,000 non-transferable bonus warrants to the Lender in connection with the Loan. Each bonus warrant is exercisable into one common share at no less than \$0.25 until the earlier of the term of the Loan or a maximum of five years.

Pursuant to the Loan Agreement, Pathfinder has loaned a total of \$2,500,000 to Rome. The Loan Agreement provides for the grant of loan bonuses to Pathfinder whereby a total of 10,000,000 share purchase warrants ("**Warrants**") will be issued to Pathfinder in connection with the Loan. 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 or the Extended Repayment Date (as defined in the Loan Agreement). The Final Repayment Date is 12 months from January 12, 2024.

If the Loan is either reduced or repaid on or before January 12, 2025, then a pro rata number of the Warrants will have their term reduced to the later of one year from issuance of the Warrants and 30 days from the reduction or repayment of the Loan.

If the Transaction terminates before April 15, 2024 or such later date as may be agreed between Pathfinder and Rome, then the Loan Agreement provides for Rome to grant a further loan bonus to Pathfinder comprised of an additional 2,500,000 Warrants.

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

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