ROME RESOURCES LTD.

Interim Unaudited Condensed Financial Statements

For the Three Months Ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

ROME RESOURCES LTD.
688 West Hastings Street, Suite 700
Vancouver, BC V6B 1P1

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company’s management. The Company’s independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity’s auditor.

ROME RESOURCES LTD.

Interim Unaudited Condensed Statements of Financial Position
(Expressed in Canadian Dollars)
As at

	December 31, 2023	September 30, 2023 (Audited)
ASSETS		
Current assets		
Cash	**$ 87,341**	$ 87,687
Prepaid expenses (Note 4)	**13,500**	—
	100,841	87,687
Exploration and evaluation assets (Note 5)	**9,841,546**	3,478,299
Investment in associate (Note 6)	**3,014,561**	2,213,051
	$ 12,596,948	$ 5,779,037
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	**$ 163,713**	$ 188,301
Due to related parties (Note 9)	**354,504**	509,391
Loans payable (Note 8)	**958,850**	240,544
	1,477,067	938,236
Shareholders' Equity (Deficiency)		
Share capital (Note 10)	**26,594,261**	19,774,836
Share-based compensation reserve (Note 10)	**3,568,742**	3,533,595
Deficit	**(18,683,122)**	(18,467,630)
Total shareholders' equity (deficiency)	**11,479,811**	4,840,801
Total liability and shareholders' equity (deficiency)	**$ 12,956,948**	$ 5,799,037

Nature of operations and going concern (Note 1)
Subsequent events (Note 14)

On behalf of the Board:

"\Mark Gasson"	*"David Jenkins"*
Mark Gasson	**David Jenkins**
President, CEO and Director	**Director**

The accompanying notes are an integral part of these financial statements.

ROME RESOURCES LTD.

Interim Unaudited Condensed Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
For the three months ended December 31,

	2023	2022
Expenses		
Consulting fees (Note 9)	**$ 66,000**	$ 6,000
Legal	**52,074**	42,815
Accounting and audit (Note 9)	**22,741**	14,796
Travel, promotion and advertising	**21,684**	2,821
Transfer agent and regulatory fees	**12,128**	4,639
Interest and bank charges	**3,360**	685
Office expense	**324**	804
	178,311	72,560
Stock based compensation (Note 10)	**35,147**	—
Share of losses in associate (Note 6)	**2,034**	—
Net loss and comprehensive loss for the three-month period	**215,492**	72,560
Basic and diluted loss per share for the three-month period	**0.00**	0.00
Basic and diluted weighted average number of shares outstanding	**92,243,384**	56,492,026

The accompanying notes are an integral part of these financial statements.

ROME RESOURCES LTD.

Interim Unaudited Condensed Statements of Cash Flows
(Expressed in Canadian Dollars)
For the three months ended December 31,

		2023		2022
Cash flows from operating activities				
Net loss for the period	**$**	**(215,492)**	$	(72,560)
Items not affecting cash				
Share based payments		**35,147**		
Share of losses in associate		**2,034**		—
Prepaid expenses		**(13,500)**		—
Current liabilities		**(80,050)**		22,797
Net cash used in operating activities		**(271,861)**		(49,763)
Investing activities				
Exploration and evaluation costs		**(363,247)**		(409,570)
Acquisition of associate company		**(803,544)**		—
Net cash used in investing activities		**(1,166,791)**		(409,570)
Financing activities				
Loans payable (including related parties)		**718,306**		
Net proceeds from shares issued		**720,000**		840,000
Increase/decrease in share subscriptions		—		(840,000)
Net cash used/provided by financing activities		**1,438,306**		—
Net change in cash during the period		**(346)**		(459,333)
Cash beginning of period		**87,687**		743,652
Cash end of period	**$**	**87,341**	$	284,319
Supplementary Cash Flow Information				
Cash paid during the period for interest	**$**	—	$	—
Cash paid during the period for income taxes		—		—
	$	—	$	—

Supplemental Disclosure with respect to Cash Flows (Note 12).

The accompanying notes are an integral part of these financial statements.

ROME RESOURCES LTD

Interim Unaudited Statement of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Share Capital					
	Number of Shares	**Amount**	**Subscriptions received in advance**	**Share-based compensation reserve**	**Deficit**	**Total**
Balance, September 30, 2022	48,265,939	$14,826,913	$ 840,000	$ 1,934,582	$ (17,013,732)	$ 587,763
Proceeds from issuance of shares	5,600,000	840,000	(840,000)	—	—	—
Shares issued for the acquisition of exploration and evaluation assets	12,000,000	1,800,000	—	—	—	1,800,000
Loss for the three-month period	—	—	—	—	(72,560)	(72,560)
Balance, December 31, 2022	**65,865,939**	**17,466,913**	**—**	**1,934,582**	**(17,086,292)**	**2,315,203**
Balance, September 30, 2022	48,265,939	$14,826,913	$ 840,000	$ 1,934,582	$ (17,013,732)	$ 587,763
Proceeds from issuance of shares, net of share issue costs	20,000,000	3,894,923	—	—	—	3,894,923
Share subscriptions transferred to share capital - shares issued	—	—	(840,000)	—	—	(840,000)
Shares issued for the acquisition of exploration and evaluation assets	9,000,000	1,335,000	—	—	—	1,335,000
Share issued for the acquisition of associated company	9,000,000	405,000	—	—	—	415,000
Residual value of attached warrants	—	(687,000)	—	687,000	—	—
Stock based compensation	—	—	—	912,013	—	912,013
Loss for the year	—	—	—	—	(1,453,898)	(1,453,898)
Balance, September 30, 2023	86,265,939	$19,774,836	$ —	$ 3,533,595	$ (18,467,630)	4,840,801
Balance, September 30, 2023	**86,265,939**	**$19,774,836**	**$ —**	**$ 3,533,595**	**$ (18,467,630)**	**4,840,801**
Proceeds from issuance of shares	**3,600,000**	**720,000**	**—**	**—**	**—**	**720,000**
Shares issued for debt	**485,000**	**99,425**	**—**	**—**	**—**	**99,425**
Shares issued for the acquisition of exploration and evaluation assets	**30,000,000**	**6,000,000**	**—**	**—**	**—**	**6,000,000**
Stock based compensation	**—**	**—**	**—**	**35,147**	**—**	**35,147**
Loss for the three-month period	**—**	**—**	**—**	**—**	**(215,492)**	**(215,492)**
Balance, December 31, 2023	**120,350,939**	**26,594,261**		**3,568,742**	**(18,683,122)**	**11,479,881**

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Rome Resources Ltd. (the "Company") was incorporated in British Columbia on April 11, 1990 and is involved in the business of mineral exploration. The head office mailing courier, and registered and records office address is Suite 700, 688 West Hasting Street, Vancouver B.C., V6B 1P1.

The Company is in the process of acquiring exploration and evaluation assets. The recoverability of the amounts recorded is dependent upon the existence of economically recoverable reserves, and the ability of the Company to obtain necessary financing to complete their development.

The Company's shares were suspended from trading on NEX on April 4, 2016 following the issuance of a cease trade order by the British Columbia Securities Commission on April 1, 2016 for the Company's failure to file certain financial statements and related management's discussions and analyses. The cease trade order was revoked by the BCSC effective May 13, 2022 following the Company's filing of all required records and trading resumed on the TSX Venture exchange ("TSXV") on November 22, 2022 as a tier 2 issuer.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations are dependent upon its ability to either secure additional equity capital or generate cash flow from operations in the future, which is not assured. These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary, should the Company be unable to secure additional equity capital or generate cash from operations in the future.

The Company has a history of operating losses and as at December 31, 2023, has a deficit of $18,683,122 (September 30, 2023 $18,467,630) and a working capital deficiency of $1,376,226 (September 30, 2023 $850,549). The Company estimates it will need additional funding to continue operations for the upcoming year. This raises significant doubt as to the Company's ability to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

These consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 as issued by the IASB. These condensed interim financial statements do not include all the information required for full annual financial statements. The condensed interim financial statements should be read in conjunction with the Company's annual audited financial statements for the year ended September 30, 2023.

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, and available-for-sale financial instruments, which are stated at amortized cost. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

a) Basis of presentation, continued

ii) The identification of indicators of impairment of the Company's exploration and evaluation assets. Management uses several criteria on its assessments of impairment indicators including, geologic and other technical information, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

iii) The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, risk-free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

iv) The accounting for investments in other companies can vary depending on the degree of control and influence over those other companies. Management is required to assess at each reporting date the Company's control and influence over these other companies. Management has used its judgment to determine that as at December 31, 2023 the Company has significant influence in Medidoc-RD Congo SARLU (Note 6) and has therefore accounted for its investment using the equity method.

b) Share-based compensation

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based compensation expense based on the estimated fair value of the options. A fair value measurement is made for each vesting installment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based compensation expense and share-based compensation reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The share-based compensation reserve account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to share capital.

c) Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Loss per share

Basic loss per share is calculated by dividing the loss for the period by the weighted average number of shares outstanding during the period. Diluted loss per share is calculated using the treasury stock method.

Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the period.
Existing stock options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share are the same for the periods presented.

e) Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss (“FVTPL”), at fair value through other comprehensive income (“FVTOCI”) or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in profit or loss in the period.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss) in which they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Financial liabilities and equity: Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Financial instruments, continued

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) – This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Amortized cost – This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities are included in this category. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire.

The Company has classified its cash FVTPL. Prepaid expenses are classified as amortized cost. Accounts payable and accrued liabilities, due to related parties, and loans payable are classified as amortized cost.

f) Investment in Associate

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining significant influence is similar to those necessary to determine control over subsidiaries. The Company's investment in its associate is accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of profit or loss reflects the Company's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Company's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Company recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Company and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Company's share of profit or loss of an associate is shown on the face of the statement of profit or loss outside operating profit.

The financial statements of the associate are prepared for the same reporting period as the Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.

g) Share Capital

Common shares are classified as share capital. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

The proceeds from the issue of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to share capital based on the fair value of the common shares and any residual value is allocated to common share purchase warrants.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Exploration and Evaluation Properties

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss as property investigation costs.

Option payments received are treated as a reduction of the carrying value of the related exploration and evaluation properties and deferred costs until the receipts are in excess of costs incurred, at which time they are credited to income. Option payments are at the discretion of the optionee, and accordingly, are recorded on a cash basis.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

i) Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. CHANGES IN ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

There have been no changes in accounting policies or recent accounting pronouncements which the Company expects to have a material impact on financial position or results.

4. PREPAID EXPENSES

Prepaid expenses are prepayments for legal fees related to the Pathfinder transaction described in note 8.

5. EXPLORATION AND EVALUATION ASSETS

During the year ended September 30, 2023, the Company received regulatory approval to two option agreements made effective as of August 15, 2022 to acquire majority interests in two properties situated in the Walikale District of the North Kivu Province in eastern Democratic Republic of the Congo ("DRC"). The two contiguous properties are referred to collectively as the "Bisie North Tin Project".

Exploration Permit PR 13274

The Company has entered into an option agreement with a non-arm's length party to acquire up to a 71% interest in the issued and outstanding shares in Medidoc-RD Congo SARLU ("MRDC"). Pursuant to this agreement:

- The Company has acquired a 30% interest in MRDC (refer Note 6) by issuing 9,000,000 common shares (issued November 2022), and by funding exploration and evaluation expenditures totalling CAD$250,000 ("MRDC First Option").

- The Company can acquire a further 41% interest in MRDC (for a total interest of 71%) by issuing a further 30,000,000 common shares, and funding additional exploration and evaluation expenditures totalling CAD$1,750,000 (for a total of CAD$2,000,000) on or before January 31, 2024 ("MRDC Second Option").

During the three-month period ended December 31, 2023 the Company advanced a total of CAD $803,544 (US$597,763) to MRDC.

During the fiscal year ended September 30, 2023 the PR 13274 was converted into a small mining permit, PEPM 13274 effective from July 18, 2023 and valid for 5 years.

MRDC holds a 72.5% interest in PEPM 13274. The Company is responsible for funding exploration and development expenditures at PEPM 13274.

During the three month period ended December 31, 2023, the Company fully exercised the second option under its option agreement for MDRC As a result, the Company has increased its earned undivided indirect interest in and to small scale mining permit PEPM 13274 from 21.75% to 51.475%. Pursuant to the option agreement, the Company has now acquired a further 29.725% indirect interest in PEPM 13274 (for a total indirect interest of 51.475%) by funding additional exploration expenditures totaling CAD$1,750,000 at exploration permit PEPM 13274 and by issuing a total of 30,000,000 common shares, The 30,000,000 common shares are restricted from trading until April 20, 2024 and, in addition thereto, are subject to escrow provisions.

Exploration Permit PR 15130

The Company has also entered into an option agreement to acquire up to a 51% interest in PR 15130. Pursuant to this agreement:

- The Company has earned a 25% interest in PR 15130 by issuing 3,000,000 common shares (issued November 2022), and by funding exploration expenditures totalling CAD$250,000 ("CTC First Option").

- The Company can acquire a further 26% interest in PR 15130 (for a total interest of 51%) by issuing a further 6,000,000 common shares, and funding additional exploration expenditures totalling CAD$1,750,000 (for a total of CAD$2,000,000) on or before January 31, 2024 ("CTC Second Option"). During the year ended September 30, 2023, the Company exercised this option and acquired a further 26% indirect interest in PR 15130 by issuing a total of 6,000,000 common shares (issued July 2023). The Company's holdings interest in PR 15130 is now 51%.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS, continued

Exploration Permit PR 15130, continued

- During the year ended September 30, 2023, the Company entered into a binding term sheet ("Term Sheet") with Palm Constellation SARL ("Palm") pursuant to which the Company agreed to acquire, from Palm, a 15% indirect interest in Exploration Permit 15130 ("PR15130"). The Company can acquire the additional 15% indirect interest in PR15130 by issuing 5,000,000 units in the capital of the Company to Palm, where each unit will consist of one common share of the Company and one common share purchase warrant exercisable for two years at $0.50 per share. The 5,000,000 units will not be issuable by the Company until after: (a) a new joint venture company ("JV Company") has been incorporated to hold PR 15130; (b) PR15130 has been transferred to such newly incorporated JV Company; and (c) Palm has transferred a 15% interest in the JV Company to the Company

During the three-months ended December 31, 2023 the Company advanced a total of CAD $363,247 (US$269,237). To September 30, 2023 the Company advanced a total of US$1,575,704 (CAD $2,143,299).

As at September 30, 2022 the Company advanced a total of US$400,000 (CAD $516,790) to MRDC, recorded as property investigation expense. After the exercise of the MRDC First Option, such advances were then immediately attributed to the CAD $1,750,000 to be incurred in exploration and evaluation expenditures pursuant to the MRDC Second Option and were deemed to be repaid.

		Three-months ended December 31, 2023		Year ended September 30, 2023
Balance forward	$	**3,478,299**	$	—
Acquisition Costs (Shares – Note 10)		**6,000,000**		1,335,000
Payments Made towards option agreement		**363,247**		2,143,299
Total carrying value Claim 15130	**$**	**9,841,546**	**$**	3,478,299

6. INVESTMENT IN ASSOCIATE

The Company earned a 30% interest MRDC upon the exercise of the MRDC First Option. The Company's interest is accounted for using the equity method in the financial statements.

		Three-Months ended Dec. 31, 2023		Year ended September 30, 2023
Balance Forward	$	**2,213,051**	$	—
Acquisition Costs (Shares – Note 10)		**—**		405,000
Payments Made towards option agreement		**803,544**		1,812,807
Share of losses in associated company		**(2,034)**		(4,756)
Total carrying value – Investment in Associate	$	**3,014,561**	$	2,213,051

(Expressed in Canadian Dollars)

6. INVESTMENT IN ASSOCIATE (continued)

The following table illustrates summarized financial information of the MDRC and the Company's investment.

		December 31, 2023
Current assets	$	40,019
Non-current assets		3,253,733
Current liabilities		(1,085,160)
Deficiency (Equity)		2,208,592
Cost of investment		3,016,595
Company's share of net loss – 30%		(2,034)
Company's carrying amount of the investment	$	3,014,561
Total comprehensive loss – MDRC	$	(6,781)
Company's share of above loss – 30%	$	(2,034)

The Company can acquire a further 41% interest in MRDC (for a total interest of 71%) pursuant to the MRDC Second Option (refer Note 5).

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company as at December 31, and September 30, 2023 are broken down as follows:

	December 31, 2022	**September 30, 2023**
Trade payables	$ 151,213	$ 138,301
Accrued liabilities	12,500	50,000
Total	$ 163,713	$ 188,301

8. LOANS PAYABLE

During the year ended September 30, 2023, the company received loans totaling $400,000. These loans were unsecured, interest free with maturity dates of December 31, 2023. During the three-months ended December 31, 2023, these loans were settled via the issuance of 2,000,000 shares (Note 10). Of these loans, $200,000 were payable to related parties of the Company (Note 9).

During the current period, the company assumed a loan from a related party totaling $458,850 (US$350,000), this loan is unsecured, interest free and has a maturity date of July 2024. In addition, the Company entered into a non-binding heads of terms providing for the potential acquisition of the issued and outstanding securities of the Company by Pathfinder Minerals Plc ("Pathfinder"), a UK company quoted on AIM, which would constitute a reverse takeover of the Company by Pathfinder under the AIM Rules for Companies (the "AIM Rules") and a reorganization under Part 8 of Policy 5.3 of the TSX Venture Exchange ("TSX-V"). Related to the Proposed Acquisition, Pathfinder has agreed to lend the Company up to $2,500,000 on an unsecured basis, upon finalization of loan documentation with the Company. The TSX Venture Exchange ("TSXV") has conditionally accepted for filing the loan between the Company and Pathfinder.

8. LOANS PAYABLE (continued)

The loan amendment agreement dated January 10, 2024 with Pathfinder Minerals Plc ("Pathfinder"), which amends the loan agreement (as amended, the "Loan Agreement") between the Company and Pathfinder announced on December 28, 2023. The Company also announces that the TSX Venture Exchange ("TSXV") has conditionally accepted for filing the loan, between the Company and Pathfinder, whereby a total of CDN$2,500,000 has been loaned to the Company. To December 31, 2023, the Company received $500,000 in loans from Pathfinder. The remaining $2,000,000 was received subsequent to the period.

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 agreed to loan 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 will be issued to Pathfinder in connection with the Loan. Each warrant will be exercisable to purchase one common share in the capital of the Company 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.

9. RELATED PARTY TRANSACTIONS

a) Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

<u>Key management personnel:</u>
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company’s Board of Directors and corporate officers.

During the quarter ended December 31, 2023 there was $6,000 (2022 - $6,000) paid to a director, David Jenkins, for consulting services rendered to the Company and $7,100 (2022 - $4,100) was paid to Sheryl Jones, the CFO of the Company for accounting services.

The Company entered into a non-arm’s length agreement with MRDC (Note 6). Mark Gasson, the President of the Company serves as management of MRDC and received 3,000,000 shares as a result of the transaction.

a) As at December 31, 2023 due to related parties totaling $354,503 (September 30, 2023 - $349,934) is due to directors or a corporation controlled by a director or officer of the Company, or to corporations owned by a former director or officer of the Company. In addition, during the year ended September 30, 2023, the Company received loans from related parties totalling $200,000. These loans were unsecured, interest free and were settled during the current period via the issuance of shares (as discussed in Note 8). The Company assumed a loan from a related party totaling $458,850 (US$350,000), this loan was unsecured, interest free and has a maturity date of July 2024 (See Note 8).

9. RELATED PARTY TRANSACTIONS (continued)

b) During the three months ended December 31, 2023, there was $35,147 (2022 $Nil) of share-based compensation issued to related parties.

10. SHARE CAPITAL AND RESERVES

The following is a description of the authorized and issued share capital:

(a) Authorized: Unlimited common shares without par value.

(b) Issued:

As at December 31, 2022 the total issued and outstanding share capital was 120,350,939 shares (September 30, 2023 – 86,265,939 shares).

- During the quarter ended December 31, 2023 the Company issued,3,600,000 units at a price of $0.20 per unit, for gross proceeds of $720,000. The proceeds consisted of cash of $320,000 plus $400,000 of loans payable (referred to in Note 8) converted into shares through this private placement financing. Each unit is comprised of one common share and one share purchase warrant, where each warrant entitles the holder to purchase one additional common share at a price of $0.25 per share for two years.

- Settled $99,425 in debt owed by issuing 485,000 common shares at a deemed issue price of $0.205 per share. All Shares issued in connection are subject to a statutory hold period of four months plus a day from the date of issuance of the Debt Shares in accordance with applicable securities legislation

- issued a total of 30,000,000 common shares under its option agreement for MDRC, The 30,000,000 common shares are restricted from trading until April 20, 2024 and, in addition thereto, are subject to escrow provisions (Note 5)

- During the quarter ended December 31, 2022, the Company raised $840,000 by the issuance of 5,600,000 units at $0.15 for a private placement. Each unit is comprised of one common share and one non-transferable common share purchase warrant with each warrant exercisable for one common share at $0.25 per share on or before November 18, 2023. The securities issued pursuant to the private placement and any shares to be issued on the exercise of warrants are restricted from trading until March 19, 2023. The Company also issued 9,000,000 common shares (and paid $250,000) to acquire a 30% interest in MRDC. In addition, the Company issued 3,000,000 common shares and (paid $250,000) to acquire a 25% interest in Exploration Permit 15130 (Note 5).

There were no share capital transactions during the three-month period ended December 31, 2022.

(c) Escrow Shares

As at December 31, 2023 there are 42,209,452 common shares held in escrow (September 30, 2023 – 15,209,452); the release of the balance of these shares is subject to the approval of the regulatory authorities having jurisdiction.

(Expressed in Canadian Dollars)

10. SHARE CAPITAL AND RESERVES (continued)

(d) Stock Options

The Company has established a stock option plan the purpose of which is to attract, retain and motivate directors, officers, employees and persons engaged to provide ongoing management and consulting services ("service providers") by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Company and benefit from its growth. The maximum number of shares, which may be issued under the plan, may not at any time exceed 10% of the issued Shares . This number is subject to adjustment resulting from changes in the share capital of the Company. Such adjustments are subject to approval by the TSXV and by the shareholders of the Company. The number of shares reserved for issuance to any one person may not exceed 2% of the issued and outstanding shares at the date of such grant. The maximum term of stock options is ten years from the grant. All options granted under the Plan will become vested in full upon grant, except options granted to consultants performing investor relations activities, which options are subject to vesting restrictions such that one-quarter of the options shall vest every three months subsequent to the date of the grant of the options.

The exercise price of the shares which are the subject of any option shall in no circumstances be less than the market price of the shares at the date of the grant of the option.

Stock option transactions during the three-month period:

	Options outstanding	Weighted average exercise price
Balance September 30, 2023	4,000,000	$0.26
Issued	250,000	$0.26
Balance December 31, 2023	4,250,000	$0.26

Fair value of options granted:

On November 6, 2023, the Company granted an aggregate of 250,000 incentive stock options exercisable at $0.26 per share for a period of three years. During the quarter ending December 31, 2023, a total value of $35,147 (2022 - $nil) has been recorded to reserves – options and to share-based payments expense. The portion of share-based payment cost recorded is based on the vesting schedule of the options.

The fair value of these options granted was estimated on the date of the grant using the Black-Scholes option pricing model, with the following weighted average assumptions:

Stock options granted	250,000
Share trading price on date of grant	$0.23
Risk-free interest rate	3.73%
Expected dividend yield	Nil
Expected stock price volatility	100%
Expected life	3
Expected forfeiture rate	Nil

As at December 31, 2023, there are 4,250,000 share purchase options outstanding exercisable at $0.26, 3,300,000 expire on February 9, 2026 200,000 expire on February 20, 2026, 500,000 expire on April 27, 2026, and 250,000 expire on November 6, 2026.

As at December 31, 2022, there are no outstanding share purchase options.

(Expressed in Canadian Dollars)

10. SHARE CAPITAL AND RESERVES (continued)

g) Share purchase warrants

	Warrants outstanding	Weighted average exercise price
Balance September 30, 2023	7,800,000	$0.25
Expired unexercised	(5,600,000)	$0.25
Issued	13,600,000	$0.25
Balance Decedber 31, 2023	15,800,000	$0.25

As at December 31, 2023, there were 15,800,000 share purchase warrants outstanding exercisable to purchase one common share at $0.25. 2,200,000 expire on June 9, 2025, 3,600,000 expire on November 18, 2025 and 10,000,000 expire as per the loan agreement described in Note 8. During the current three month period 5,600,000 share purchase warrants expired unexercised.

As at December 31, 2022, there were 5,600,000 share purchase warrants outstanding exercisable to purchase one common share at $0.25 and expire on November 18, 2023.

11. FINANCIAL INSTRUMENTS, CAPITAL AND RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition and exploration of its exploration and evaluation assets and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to funds its activities. The capital structure of the Company currently consists of common shares. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

The Company anticipates continuing to access equity markets to fund continued exploration of its exploration and evaluation assets and the future growth of the business.

There were no changes in the Company's approach to capital management during the year ended September 30, 2023. The Company is not subject to externally imposed capital requirements.

Financial Instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

Cash is considered a level 1 financial instrument.

The fair value of the Company's prepaid expenses, accounts payable and accrued liabilities, and amounts due to related parties, and loans payable approximates their carrying values due to their short term nature.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

11. FINANCIAL INSTRUMENTS, CAPITAL AND RISK MANAGEMENT (continued)

Financial Instruments, continued

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's maximum exposure to credit risk includes the carrying amount of cash and prepaid expenses. The Company manages its credit risk relating to cash by dealing only with highly-rated Canadian financial institutions.. As a result, credit risk is considered insignificant.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At September 30, 2023, the Company had a cash balance of $87,687 to settle current liabilities of $938,236. Therefore, additional financing will be required. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, rates, and commodity and equity prices.

The company is exposed to a variety of market risks by virtue of its activities including interest rate risk and price risk.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash. The Company is not exposed to significant interest rate risk relating to its cash. The Company has cash balances and no interest-bearing debt. The Company is not exposed to significant risk due to fluctuating interest rates.

(b) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions for the period ended December 31, 2023 was the issuance of shares for debt totalling $99,425 and the issuance of shares for the acquisition of exploration and evaluation assets totalling $6,000,000. Significant non-cash transactions For the period ending December 31, 2022 was the issuance of shares for the acquisition of exploration and evaluation assets totalling $1,800,000. The significant non-cash transactions for the year ended September 30, 2023 was the issuance of shares for the acquisition of an associated company and exploration and evaluation assets totaling $1,750,000.

13. SEGMENTED INFORMATION

The Company has one reportable segment, being the acquisition and exploration of exploration and evaluation assets.

14. SUBSEQUENT EVENT

Subsequent to December 31, 2023, the Company received the remaining $2,000,000 in loans from Pathfinder as described in Note 8.