



Rome Resources Announces Amendment of Heads of Terms with Pathfinder Minerals Plc

Vancouver BC, April 16, 2024 - Rome Resources Ltd. (TSXV: RMR, Frankfurt: 33R) ("**Rome**" or the "**Target**") announces that it has entered into an amendment agreement ("**Amendment Agreement**") dated 15th April 2024 with Pathfinder Minerals Plc ("**Pathfinder**"), which amends the heads of terms ("**Heads of Terms**") with Pathfinder previously announced on November 29, 2023. The Heads of Terms provides for the potential acquisition of the issued and outstanding securities of Rome by Pathfinder, a UK company quoted on AIM, which would constitute a reverse takeover of Rome by Pathfinder under the AIM Rules for Companies and a reorganization under Part 8 of Policy 5.3 of the TSX Venture Exchange. The Amendment Agreement revises the consideration payable by Pathfinder to Rome shareholders.

The consideration previously payable to the Rome Shareholders, as announced by Rome on November 29, 2023, totalled £15,940,891 (Purchase Price) or CAD\$27,418,332 using a 1.72 GBP-CAD foreign exchange rate to be settled by the issue of 3,188,178,220 new ordinary shares of £0.001 each (based on an implied share price of 0.5p) in the capital of Pathfinder ("**Consideration Shares**"), which would constitute in aggregate 68.98% of the enlarged share capital of Pathfinder.

The Amendment Agreement states that the purchase price payable to Rome shareholders shall now be £11,757,897 or C\$20,223,583 using a 1.72 GBP-CAD foreign exchange rate. Pathfinder will now settle the Purchase Price through the issuance of 2,351,579,421 Consideration Shares, which will still constitute in aggregate 68.98% of the enlarged share capital of Pathfinder. Pursuant to the Amendment Agreement, for every Rome share held Rome shareholders will receive 19.54 Consideration Shares.

In addition, the previously announced Long Stop Date of 15 April 2024 has been extended to 21 June 2024.

About Rome Resources

Rome Resources Ltd. is a mineral exploration company that has entered into two option agreements and a binding term sheet where it has acquired 51% 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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