

Rome Resources Announces Receipt of Interim Order, Meeting Date and Filing of Materials

Vancouver BC, May 31, 2024 - Rome Resources Ltd. (TSXV: RMR, Frankfurt: 33R) ("**Rome**" or the "**Company**") is pleased to announce that it has filed the management information circular (the "**Circular**") and related materials for its special meeting of Rome shareholders to be held on July 2, 2024 (the "**Meeting**").

At the Meeting, Rome is seeking shareholder approval of the previously announced plan of arrangement transaction pursuant to which Pathfinder Minerals Plc ("**Pathfinder**"), a non-arm's length party to the Company, has agreed to acquire all of the outstanding shares of Rome (the "**Arrangement**"). Rome also announces that on May 27, 2024, the Supreme Court of British Columbia (the "**Court**") granted an interim order (the "**Interim Order**") in connection with the Arrangement. The Interim Order authorizes the calling and holding of the Meeting to approve the Arrangement. A copy of the Interim Order is attached to the Circular.

If the Arrangement becomes effective, Rome shareholders (other than dissenting Rome shareholders, if any) will receive 19.54 ordinary shares of Pathfinder for each Rome Share held.

Rome Shareholder Approval and Voting

The Arrangement requires the approval of (i) at least 66 $\frac{2}{3}$ % of the votes cast by Rome shareholders; and (ii) a simple majority of the votes cast by disinterested shareholders, as required by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*, as further described in the Circular.

The Board of Directors of Rome is recommending that shareholders vote in favour of the Arrangement.

Shareholders of record as of the close of business on May 14, 2024 are entitled to receive notice of and vote at the Meeting. The Circular provides important information relating to the Arrangement and related matters, voting procedures and how to attend the Meeting. Shareholders are urged to read the Circular carefully and in its entirety. The Circular is available on SEDAR+ at www.sedarplus.ca under the Company's profile.

Shareholders who have questions regarding the Arrangement should contact the Company at info@romeresources.com or as indicated in the Circular. Shareholders who require assistance with voting at the Meeting should contact Computershare as set out in the Circular.

Final Court Order and Closing

The application for the final order of the Court (the "**Final Order**") approving the Arrangement is currently expected to take place on or about July 4, 2024. Subject to obtaining the Final Order, the required approvals from Rome shareholders at the Meeting, acceptance for filing from the TSX Venture Exchange ("**TSXV**"), the required approvals from Pathfinder shareholders at a Pathfinder shareholder meeting, and certain other regulatory approvals and conditions to implementing the Arrangement as set out in the arrangement agreement dated May 7, 2024 between Rome, Pathfinder



and its wholly-owned subsidiary 1475033 B.C. Ltd., as amended, the Arrangement is expected to be completed in July 2024.

Delisting

Following the completion of the Arrangement, it is expected that the Rome common shares will be delisted from the TSXV and from the Frankfurt Stock Exchange. Former Rome shareholders who have received consideration under the Arrangement, will hold ordinary shares in the capital of Pathfinder, which is quoted on AIM.

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

Investors / Shareholders

Mark Gasson
President, CEO & Director
P: +33640612921

Media

E: info@romeresources.com

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