

Rome Resources Amends Arrangement Agreement and Amends Assignment and Assumption Agreement

Vancouver BC, June 14, 2024 - Rome Resources Ltd. (TSXV: RMR, Frankfurt: 33R) ("**Rome**" or the "**Company**") has entered into an amendment to arrangement agreement with Pathfinder Minerals Plc ("**Pathfinder**") and 1475033 B.C. Ltd. made effective as of the 10th day of June, 2024 (the "**Arrangement Amendment Agreement**") with respect to the arrangement agreement dated May 7, 2024, as amended, among the same parties (the "**Arrangement Agreement**"). The Arrangement Amendment Agreement changes the date (the "**Outside Date**") by which certain conditions set out in the Arrangement Agreement are to be satisfied from June 28, 2024 to July 31, 2024.

The Company has also entered into an amendment agreement with Pathfinder and Palm Constellation SARL ("**Palm**") pursuant to which it has agreed to amend the termination date, from June 30, 2024 to July 31, 2024, of the assignment and assumption agreement ("**Assignment and Assumption Agreement**") dated effective April 11, 2024 among the Company, Pathfinder and Palm.

As disclosed in the Company's management information circular with respect to its special meeting of shareholders to be held on July 2, 2024 (the "**Meeting**"), the Assignment and Assumption Agreement provides for the assignment and transfer by the Company of all of its right, title, interest and obligation in and to the Palm Term Sheet (as defined below) to Pathfinder, upon and subject to closing of the reverse takeover transaction (the "**Transaction**") with Pathfinder (see Rome's news release of May 7, 2024) and subject to certain conditions precedent.

The Palm Term Sheet is a binding term sheet dated April 29, 2023 between the Company and Palm, pursuant to which the Company can acquire, from Palm, a 15% interest in Mont Agoma SARL ("**Mont Agoma**") by issuing 5,000,000 units in the capital of Rome to Palm, where each unit will consist of one Rome Share and one common share purchase warrant exercisable for two years at \$0.50 per share. Upon the issuance of the said 5,000,000 units, the Company will hold an additional 15% interest in Mont Agoma resulting in the Company holding an additional 15% indirect beneficial interest in the Bisie North-East Permit. The 5,000,000 units will not be issuable by Rome until after: (a) Mont Agoma has been incorporated; (b) the Bisie North-East Permit has been transferred to Mont Agoma, free and clear of all charges, encumbrances and claims; and (c) Palm has transferred to Rome a 15% interest in Mont Agoma. The Palm Term Sheet was accepted for filing by the TSX Venture Exchange.

The exercise of rights pursuant to the Palm Term Sheet by Rome, or by Pathfinder (upon assignment and assumption of the Palm Term Sheet), will constitute a related party transaction for Rome (or Pathfinder, as the case may be) given that Palm is a related party of Rome due to the fact that Serge Nawej Tshitembu, who is a director of Rome and who is proposed to be a director of Pathfinder upon closing of the Transaction, owns 100% of Palm. As a result, (1) entering into the Assignment and Assumption Agreement, which assigns Rome's rights under the Assignment and Assumption Agreement to Pathfinder, (2) the future purchase, if any, by Rome or Pathfinder, as the case may be, of an additional 15% interest in Mont Agoma from Palm, and (3) the potential issuance of securities thereunder by Rome or Pathfinder, as the case may be, to Palm, requires disinterested shareholder approval pursuant to Section 5.6 of Multilateral Instrument 61-101 ("**MI 61-101**"). As a result of the foregoing, the Company is seeking disinterested shareholder at the Meeting for an ordinary resolution

approving (a) the exercise of the rights granted to the Company under the Palm Term Sheet and (b) the assignment of such rights to Pathfinder under the Assignment and Assumption Agreement and (c) the potential exercise by Pathfinder of such rights following the assignment (the “**Exercise of Rights Under Palm Option Resolution**”). The Exercise of Rights Under Palm Option Resolution requires approval by a simple majority of the votes cast, excluding the votes cast by Mr. Tshitembu, any “related parties” to Mr. Tshitembu and any “joint actors” of Mr. Tshitembu (as such terms are defined in MI 61-101). Mr. Tshitembu does not currently hold any Rome Shares.

Rome is exempt from the formal valuation requirement of MI 61-101 in respect of the related party transaction with Palm pursuant to section 5.5(b) of MI 61-101 - *Issuer not Listed on Specified Markets*, as no securities of the Company are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

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.

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