

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or as to what action you should take, you should seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who specialises in advising on the acquisition of shares and other securities and is authorised under Financial Services and Markets Act 2000 if you are resident in the UK, or, if you are not resident in the UK from an authorised independent adviser in your jurisdiction. The whole of this document should be read. You should be aware that an investment in the Enlarged Group involves a high degree of risk and prospective investors should carefully consider the section entitled "Risk Factors" in Part II of this document.

If you have sold or transferred or sell or transfer before 6.00 p.m. on 25 July 2024, your entire holding of Existing Ordinary Shares, please send this document (but not the personalised form of proxy) as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such an act would constitute a violation of the relevant laws of such jurisdiction.

**This document should not be forwarded or sent in, into or from any Restricted Jurisdiction and persons outside the UK into whose possession this document may come, should inform themselves about and observe any applicable restrictions under the laws of the jurisdiction in which this document is received.**

This document, which comprises an AIM Admission Document drawn up in accordance with the AIM Rules for Companies, does not comprise a prospectus within the meaning of section 85 of FSMA and has not been prepared in accordance with the Prospectus Regulation Rules. This document has not therefore been approved by or filed with the Financial Conduct Authority for the purposes of the Prospectus Regulation Rules.

The Existing Directors and the New Directors, whose names appear on page 12, and the Company, accept responsibility, both individually and collectively, for the information contained in this document (including any expression of opinion) and for compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Existing Directors and the New Directors and the Company (each of whom have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**The Existing Ordinary Shares are admitted to trading on AIM. Application will be made for the Enlarged Share Capital to be re-admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required, pursuant to the AIM Rules for Companies, to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission to AIM in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document. It is emphasised that no application is being made for admission of the Ordinary Shares to the Official List of the Financial Conduct Authority. The Ordinary Shares are not dealt in on any other recognised investment exchange and apart from the application for admission to AIM, no other such applications have been or will be made.**

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# PATHFINDER MINERALS PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02578942)*

## PROPOSED ACQUISITION OF ROME RESOURCES LTD

**PROPOSED PLACING OF 1,333,333,330 NEW ORDINARY SHARES AT 0.30P PER SHARE**

**PROPOSED ISSUE OF 2,351,657,348 CONSIDERATION SHARES**

**PROPOSED ISSUE OF 129,379,095 FEE SHARES**

**PROPOSED CHANGE OF NAME TO ROME RESOURCES PLC**

**PROPOSED ADMISSION OF THE ENLARGED SHARE CAPITAL TO TRADING ON AIM**

**AND**

**NOTICE OF GENERAL MEETING**



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***Nominated Adviser and Joint Broker***

***Joint Broker***

**A Notice convening a General Meeting of the Company to be held at 6<sup>th</sup> Floor, 100 Liverpool Street, London, EC2M 2AT (the offices of Fasken Martineau LLP) at 10.00 a.m. on 25 July 2024 is set out at the end of this document.** The enclosed Form of Proxy for use at the meeting should be completed and returned to the Company's registrars, Link Group, by post to PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom as soon as possible but in any event, in order to be valid, to arrive not later than 48 hours before the time appointed for the meeting (excluding non-working days). Alternatively, you may appoint your proxy electronically via the Link Investor Centre App or by accessing the Registrar's website at <https://investorcentre.linkgroup.co.uk/Login/Login>. You will need your Investor Code (IVC) which can be found on your personalised Form of Proxy enclosed. CREST members can also vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io) and refer to the notes to the Notice. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the meeting should they so wish.

**Allenby Capital, which is a member of the London Stock Exchange, is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as Nominated Adviser and Joint Broker to the Company. Allenby Capital is acting on behalf of the Company**

and no other person in connection with the Admission and will not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to customers of Allenby Capital, nor for providing advice in relation to the information contained in this document or any matter, transaction or arrangement referred to herein.

Oak Securities, a trading name of Merlin Partners LLP, which is a member of the London Stock Exchange, is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as Joint Broker to the Company. Oak Securities is acting on behalf of the Company and no other person in connection with the Admission and will not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to customers of Oak Securities, nor for providing advice in relation to the information contained in this document or any matter, transaction or arrangement referred to herein.

In particular, the information contained in this document has been prepared solely for the purposes of Admission and it is not intended to be relied on by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is owed to Allenby Capital or Oak Securities. The responsibilities of Allenby Capital in its capacity as the Company's Nominated Adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to the LSE and are not owed to the Company or to any Director or to any other person in respect of their decision to acquire Ordinary Shares in reliance on any part of this document. Without limiting the statutory rights of any person to whom this document is issued no warranty, express or implied, is made by Allenby Capital or Oak Securities as to any of the contents of this document for which the Existing Directors, New Directors and the Company are solely responsible. Allenby Capital or Oak Securities has not authorised the contents of any part of this document and no liability whatsoever is accepted by Allenby Capital or Oak Securities for the accuracy of the information and opinions contained in this document or for the omission of any material information from this document, for which it is not responsible.

## IMPORTANT INFORMATION

### General

This document should be read in its entirety before making any decision to subscribe for or purchase any Ordinary Shares. Prospective investors should rely only on the information contained in this document. No person has been authorised to give any information or make any representations other than as contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company, Allenby Capital, Oak Securities or any of their respective affiliates, officers, directors, partners, employees or agents. No representation or warranty, express or implied, is made by Allenby Capital, Oak Securities nor any of their respective directors, officers, agents or advisers, as to the accuracy or completeness of such information, and nothing contained in this document is, or shall be relied upon as, a promise or representation by Allenby Capital, Oak Securities or any of their respective directors, officers, agents or advisers, as to the past, present or future. No person has been authorised to give any information or make any representation other than those expressly contained in this document and, if given or made, such information or representation must not be relied upon as having been so authorised. Without prejudice to the Company's obligations under the AIM Rules for Companies, neither the delivery of this document nor any subscription or purchase made under this document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company or the Enlarged Group since the date of this document or that the information contained herein is correct as at any time subsequent to its date.

Prospective investors in the Enlarged Group must not treat the contents of this document or any subsequent communications from the Company, Allenby Capital, Oak Securities or any of their respective affiliates, officers, directors, partners, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

If there is any doubt about the contents of this document or the action which should be taken, prospective investors should immediately seek independent financial, investment, legal or tax advice from their stockbroker, bank manager, solicitor, accountant or other independent adviser who is authorised under the FSMA if the investor is based in the United Kingdom, or, if the investor is based outside the United Kingdom, from an alternative appropriately authorised independent adviser.

Save for the responsibilities and liabilities, if any, which may be imposed on Allenby Capital or Oak Securities by the FSMA or the regulatory regime established thereunder, Allenby Capital and Oak Securities do not accept any responsibility for any the contents of this document, including its accuracy, completeness, verification or for any statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Placing and Admission. Allenby Capital and Oak Securities accordingly disclaims all and any liability whether arising in tort, contract or otherwise in respect of or in connection with this document or any such statement.

Neither the Directors, Allenby Capital, Oak Securities or any of their respective officers, directors, agents or advisers accepts any responsibility for the appropriateness, fairness, accuracy, completeness or reliability of any information reported by the press or other media, or any forecasts, views or opinions expressed by the press or other media or any other person regarding or in connection with the Placing or the Enlarged Group.

As required by the AIM Rules for Companies, the Company will update the information provided in this document by means of a supplement to it if a significant new factor that may affect the evaluation of the Placing by prospective investors occurs prior to Admission or if it is noted that this document contains any mistake or substantial inaccuracy. This document and any supplement thereto will be made public in accordance with the AIM Rules for Companies.

This document is not intended to provide the basis of any credit or other evaluation, and should not be considered as a recommendation, by the Company, Allenby Capital, Oak Securities or any of their respective representatives, that any recipient of this document should subscribe for or purchase any of the Ordinary Shares. Prior to making any decision as to whether to subscribe for or purchase any Ordinary Shares, prospective investors should read the entirety of this document and, in particular, the section entitled "**Risk Factors**" in Part II of this document. It is noted that investing in and holding the Ordinary Shares involves

financial risk and prospective investors should carefully consider whether such an investment is suitable for them taking into account the information contained in this document and their independent circumstances.

Investors should ensure that they read the whole of this document and not just rely on key information or information summarised within it. In making an investment decision, prospective investors must rely upon their own examination (or an examination by the prospective investor's FSMA-authorized or other appropriate advisers) of the Enlarged Group and the terms of this document, including the risks involved. Any decision to purchase Ordinary Shares should be based solely on this document and the prospective investor's own (or such prospective investor's FSMA authorized or other appropriate advisers') examination of the Enlarged Group.

Investors who subscribe for or purchase Ordinary Shares in the Placing will be deemed to have acknowledged that: (i) they have not relied on Allenby Capital, Oak Securities or any person affiliated with it in connection with any investigation of the accuracy of any information contained in this document for their investment decision; (ii) they have relied only on the information contained in this document; and (iii) no person has been authorised to give any information or to make any representation concerning the Enlarged Group or the Ordinary Shares (other than as contained in this document) and, if given or made, any such other information or representation has not been relied upon as having been authorised by or on behalf of the Company, the Directors, Allenby Capital or Oak Securities nor any of their respective directors, officers, agents or advisers.

None of the Enlarged Group, the Directors, Allenby Capital or Oak Securities or any of their respective representatives makes any representation to any purchaser of Ordinary Shares regarding the legality of an investment by such subscriber or purchaser.

In connection with the Placing, Allenby Capital, Oak Securities and any of its affiliates, acting as investors for their own accounts, may acquire Ordinary Shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Ordinary Shares and other securities of the Enlarged Group or related investments in connection with the Placing or otherwise. Accordingly, references in this document to the Ordinary Shares being offered, subscribed, purchased, acquired, placed or otherwise dealt with should be read as including any offer to, or subscription, purchase, acquisition, dealing or placing by Allenby Capital, Oak Securities or any of its affiliates acting as investors for their own accounts. Allenby Capital and Oak Securities do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Allenby Capital, Oak Securities and any of its affiliates may have engaged, and may in the future, from time to time, engage, in transactions with, and provided various investment banking, financial advisory or other services in the ordinary course of their business with the Enlarged Group, for which they would have received, and may in the future receive, customary fees. As a result of these transactions, these parties may have interests which may not be aligned, or could possibly conflict, with the interests of investors.

### **Notice to prospective investors in the United Kingdom**

No Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in the United Kingdom, except that the Ordinary Shares may be offered to the public in the United Kingdom at any time:

1. to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
2. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of Allenby Capital Limited and Oak Securities (a trading name of Merlin Partners LLP) for any such offer; or
3. in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of the Ordinary Shares shall require the Enlarged Group, Allenby Capital, Oak Securities or any other person to publish a prospectus pursuant to section 85 of the FSMA or supplemental prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Ordinary Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Ordinary



Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In addition, in the United Kingdom, the Placing is only being directed at persons who are “qualified investors” (within the meaning of Article 2 of the UK Prospectus Regulation) who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); or (ii) are high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) are such other persons to whom it may otherwise be lawful to communicate it to (each, a “**Relevant Person**”). Any investment or investment activity to which this document relates is only available to Relevant Persons and will be engaged in only with such persons. Persons who are not Relevant Persons should not rely on or act upon this document.

### **Notice to prospective investors in the European Economic Area**

In relation to each Member State of the EEA (each a “**Member State**”), no Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in that Member State prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that Member State, or otherwise in accordance with the EU Prospectus Regulation, except that offers of Ordinary Shares to the public may be made at any time under the following exemptions under the EU Prospectus Regulation:

- to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) in such Member State; or
- in any other circumstances falling within Article 4(2) of the EU Prospectus Regulation,

provided that no such offer of Ordinary Shares shall require the Company or any other person to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 2(e) of the EU Prospectus Regulation and each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, acknowledged and agreed that it is a qualified investor within the meaning of the EU Prospectus Regulation.

Neither the Company, Allenby Capital nor Oak Securities has authorised, nor does either of them authorise, the making of any offer of Ordinary Shares in circumstances in which an obligation arises for the Company to publish a prospectus or a supplemental prospectus in respect of such offer.

For the purposes of this provision, the expression “an offer to the public” in relation to any offer of Ordinary Shares in any Member State means a communication in any form and by any means presenting sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares.

### **Other jurisdictions**

The distribution of this document and the offer and sale of Ordinary Shares in certain jurisdictions may be restricted by law. No action has been taken or will be taken to permit the possession or distribution of this document (or any other offering or publicity materials relating to Ordinary Shares) in any jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, neither this document, nor any advertisement or any other offering material may be distributed or published in or from any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, securities in any jurisdiction in which such offer or solicitation is unlawful and, in particular, is not for publication or distribution in or into the United States, New Zealand, Canada, the Republic of South Africa or Japan. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) nor under the applicable securities laws of any States of the United States, or any province or territory of New Zealand, Canada, the Republic of South Africa or

Japan, nor in any country or territory where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not be offered or sold directly in or into the United States, New Zealand, Canada, the Republic of South Africa, Japan or to any resident of the aforementioned jurisdictions.

### **Forward looking statements**

Certain statements in this document are or may be deemed to be “forward looking statements”, including statements about current beliefs and expectations of the Directors. In particular, the words “envisage”, “projects”, “expect”, “anticipate”, “estimate”, “may”, “should”, “plan”, “intend”, “will”, “would”, “could”, “target”, “believe” and similar expressions (or in each case their negative and other variations or comparable terminology) can be used to identify forward looking statements. Such forward looking statements relate to matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Board’s expectations of external conditions and events, current business strategy, plans and the other objectives of management for future operations and estimates and projections of the Enlarged Group’s financial performance. Though the Board believes these expectations to be reasonable at the date of this document, they may prove to be erroneous. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, achievements or performance of the Enlarged Group, or the industry in which the Enlarged Group operates, to be materially different from any future results, achievements or performance expressed or implied by such forward looking statements. Prospective investors are strongly recommended to read the risk factors set out in Part II of this document.

Any forward-looking statement in this document speaks only as of the date it is made. Save as required by law, regulation or the AIM Rules for Companies, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Board’s expectations or in order to reflect events or circumstances after the date of this document.

Any forward-looking statement in this document based on past or current trends and/or activities of the Enlarged Group should not be taken as a representation or assurance that such trends or activities will continue in the future. No statement in this document is intended to be a profit forecast or to imply that the earnings of the Enlarged Group for the current year or future years will match or exceed the historical or published earnings of the Enlarged Group.

### **Presentation of financial information**

Unless otherwise indicated, financial information of the Company set out in this document has been prepared in accordance with UK-adopted International Financial Reporting Standards (“IFRS”). For full details of the basis of preparation of Rome Resources’ Historical Financial Information, please refer (Basis of preparation) in the Appendix (“Historical Financial Information on Rome Resources Ltd”) of this document. Any unaudited financial information set out in this document has been extracted without material adjustment from the accounting records of the relevant entity.

### **Presentation of currencies**

Unless otherwise indicated, all references in this document to “sterling”, “pounds sterling”, “GBP”, “£”, “penny”, “pence” or “p” are to the lawful currency of the United Kingdom, references to “US\$” are references to the lawful currency of the United States and references to “CAD” or “CA\$” are references to the lawful currency of Canada. Unless otherwise indicated, the financial information set out in this document has been expressed in pounds sterling.

### **Rounding**

The information contained in this document, including financial information presented in a number of tables, has been rounded to the nearest whole number or the nearest decimal place. Therefore, the actual arithmetic total of the numbers in a column or row in a certain table may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables in this document reflect calculations based upon the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

## **Market, economic and industry data**

This document includes market share and industry data and forecasts that were obtained by the Enlarged Group from industry publications and surveys and from the Enlarged Group's knowledge of its industry. Where information has been sourced from a third party, the Enlarged Group confirms that the information has been accurately reproduced and, as far as the Enlarged Group is aware and has been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Such third-party information has not been audited or independently verified and the Enlarged Group and the Directors accept no responsibility for its accuracy or completeness.

Certain market share information and other statements in this document regarding the industry in which the Enlarged Group operates and the Enlarged Group's position relative to its competitors are not based on published statistical data or information obtained from independent third parties. Rather, such information and statements reflect the Directors' best estimates based upon information obtained from trade and business organisations and associations and other contacts within the industry in which it competes, as well as information published by its competitors.

## **No incorporation of websites**

The contents of the Enlarged Group's websites (or any other website) do not form part of this document and prospective investors should not rely on such information.

## **Interpretation**

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading "Definitions".

All times referred to in this document are, unless otherwise stated, references to London time.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof. Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

## **Notice to Distributors**

Solely for the purposes of Paragraph 3.2.7R regarding the responsibilities of UK Manufacturers under the Product Governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that the Ordinary Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in UK Product Governance Requirements; and (ii) eligible for distribution through all distribution channels as are permitted by UK Product Governance Requirements (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the UK Product Governance Requirements; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares as well as determining appropriate distribution channels.

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## KEY STATISTICS

Number of Existing Ordinary Shares	1,057,494,834
Number of Placing Shares	1,333,333,330
Number of Consideration Shares	2,351,657,348
Number of Fee Shares	129,379,095
Number of Existing Options	50,000,000
Number of Existing Warrants	217,500,000
Number of Replacement Options	81,091,000
Number of Replacement Warrants	113,332,000
Number of New Warrants	678,917,878
Enlarged Share Capital on Admission	4,871,864,607
Placing Shares as a percentage of the Enlarged Share Capital	27.37 per cent.
Consideration Shares as a percentage of the Enlarged Share Capital	48.27 per cent.
Existing Ordinary Shares as a percentage of the Enlarged Share Capital	21.71 per cent.
Issue Price	0.30p
Market capitalisation of the Company at the Issue Price on Admission	£14,615,593.82
Gross proceeds of the Placing	£3,999,999.99
Estimated net proceeds of the Placing <sup>1</sup>	£2.9 million
ISIN for the Ordinary Shares	GB00BYY0JQ23
SEDOL for the Ordinary Shares	BYY0JQ2
LEI	2138009YG6AG3K86TN77
Current AIM symbol	PFP
AIM symbol from Admission	RMR

*1. After deduction of estimated commissions, fees and expenses payable by the Company of approximately £1.1 million, being £1.6 million (excluding VAT) of total expenses, less fees paid to date and fees to be paid in shares of £0.5 million.*

Notes:

- The above statistics assume the passing at the General Meeting of the Resolutions.



## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	8 July 2024
Time and date of the Rome Meeting	11.00 a.m. (Vancouver time) on 12 July 2024*
Time and date of the court hearing in British Columbia, Canada of Rome Resources to approve the Arrangement	16 July 2024**
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 23 July 2024
Time and date of General Meeting	10.00 a.m. on 25 July 2024
Allotment of Placing Shares, Fee Shares and the Consideration Shares	25 July 2024
Arrangement Agreement unconditional, Admission effective and commencement of dealings in the Enlarged Share Capital on AIM	8.00 a.m. on 26 July 2024
Expected date for CREST accounts to be credited (where applicable)	As soon as practicable after 8.00 a.m. on 26 July 2024
Expected date for share certificates to be dispatched (where applicable)	by 2 August 2024

Notes:

- All future times and/or dates referred to in this document are subject to change at the discretion of the Company and Allenby Capital and if any of the above times or dates should change, the revised times and/or dates will be notified by an announcement on RIS.
- Events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolutions.
- \* Or such other date and time as the Company and Rome Resources may agree.
- \*\* Or such other date and time as the Company, Rome Resources, and the Court of British Columbia, Canada may agree.

## DIRECTORS, SECRETARY AND ADVISERS

<b>Existing Directors</b>	Paul Anthony Barrett <i>Executive Director</i> Mark Richard Gasson <i>Non-Executive Director</i> Edouard André Denis François Etienvre <i>Non-Executive Director</i>
<b>New Directors</b>	Marc Kay Mathenz <i>New Non-Executive Director</i> Serge Nawej Tshitembu <i>New Non-Executive Director</i>
<b>New Board</b>	Mark Richard Gasson <i>Executive Chairman</i> Paul Anthony Barrett <i>Chief Executive Officer</i> Marc Kay Mathenz <i>Non-Executive Director</i> Serge Nawej Tshitembu <i>Non-Executive Director</i> Edouard André Denis François Etienvre <i>Non-Executive Director</i>  <i>The business address for each of the Directors is at the Registered Office.</i>
<b>Company Secretary</b>	Silvertree Partners LLP
<b>Registered Office</b>	35 Berkeley Square London England W1J 5BF
<b>Company Website</b>	Current: <a href="http://www.pathfinderminerals.com">www.pathfinderminerals.com</a> From Admission: <a href="http://www.romeresources.com">www.romeresources.com</a>
<b>Nominated Adviser and Joint Broker</b>	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB
<b>Joint Broker</b>	Oak Securities (a trading name of Merlin Partners LLP) 90 Jermyn Street London SW1Y 9JD
<b>Corporate Finance Consultant</b>	Jub Capital Management LLP 4 <sup>th</sup> Floor 58-59 Great Marlborough Street London W1F 7JY
<b>Competent Person</b>	The MSA Group (Pty) Ltd Henley House Greenacres Office Park Cnr Victory Rustenburg Roads Victory Park 2195 South Africa
<b>Solicitors to the Company as to English and Canadian law</b>	Fasken Martineau LLP 6 <sup>th</sup> Floor 100 Liverpool Street London EC2M 2AT

**Legal Advisers to the Company as to the Democratic Republic of the Congo**

Liedekerke DRC SASU  
Immeuble Tilapia – 3rd floor  
Avenue Batetela 70  
Kinshasa – Gombe Democratic Republic of Congo

**Solicitors to the Nominated Adviser and Joint Broker**

Wedlake Bell LLP  
71 Queen Victoria St  
London  
EC4V 4AY

**Solicitors to Rome Resources Ltd as to English Law**

Bird & Bird LLP  
12 New Fetter Lane  
London  
EC4A 1JP

**Legal Advisers to Rome Resources Ltd as to Canadian Law**

Genesis Law Corporation  
Suite 704 – 594  
Howe Street  
Vancouver  
BC V6C 2T5

**Reporting Accountants and Auditors to the Company**

PKF Littlejohn LLP  
15 Westferry Circus  
London  
E14 4HD

**Registrars**

Link Group  
Central Square  
29 Wellington Street  
Leeds  
LS1 4DL

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>“Acquisition”</b>	the proposed acquisition by the Company of the entire issued and to be issued share capital of Rome Resources Ltd pursuant to the terms of the Arrangement Agreement;
<b>“Act”</b>	the Companies Act 2006 (as amended from time to time);
<b>“acting in concert”</b>	shall bear the meaning ascribed thereto in the Takeover Code;
<b>“Acumen”</b>	means Acumen Advisory Group LLC, a company incorporated and registered in Delaware, USA under number 6200402;
<b>“Admission”</b>	the admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
<b>“Admission Document” or “document”</b>	this admission document;
<b>“Adviser Warrants”</b>	the warrants to subscribe for new Ordinary Shares to be issued on Admission to certain advisers of the Company as listed in paragraph 4.6 of Part IX of this document;
<b>“AIM”</b>	the London Stock Exchange’s AIM market;
<b>“AIM Rules”</b>	the AIM Rules for Companies, which set out the obligations and responsibilities in relation to companies whose shares are admitted to trading on AIM as published and amended from time to time by the London Stock Exchange;
<b>“AIM Rules for Nominated Advisers”</b>	the rules of the London Stock Exchange that set out the eligibility obligations and certain disciplinary matters in relation to nominated advisers as published and amended by the London Stock Exchange from time to time;
<b>“Alphamin”</b>	Alphamin Resources Corporation (TSX-V: AFM and JSE: APH) is a tin concentrate producer headquartered in Mauritius and listed on the TSX-V and the Johannesburg Stock Exchange;
<b>“Allenby Capital”</b>	Allenby Capital Limited, the Company’s nominated adviser and Joint Broker, incorporated in England and Wales with company number 06706681, whose registered office address is 5 St. Helen’s Place, London EC3A 6AB, and which is authorised and regulated by the FCA;
<b>“Amalco”</b>	1475033 B.C. LTD., being the combined entity of Rome Resources and BC Subco following completion of the Acquisition and the subsequent amalgamation of Rome Resources and BC Subco (and, unless context otherwise requires, following the amalgamation of Rome Resources and BC Subco, any reference to <b>“Rome Resources”</b> , <b>“RMR”</b> or the <b>“Target”</b> means <b>“Amalco”</b> );
<b>“Andreas Reitmeier” or “Reitmeier”</b>	Andreas Friedrich Reitmeier being (i) the holder of 29 per cent. of the total issued shares in MRDC and (ii) the sole shareholder of CoTin;

<b>“Annual Pro forma Income Statement”</b>	the unaudited pro forma income statement for the years ended 31 December 2023 and 30 September 2023 for Pathfinder and Rome Resources respectively;
<b>“Arrangement”</b>	means the arrangement involving (i) Rome Resources (ii) the Company and (iii) BC Subco, proposed pursuant to Section 288 of the Business Corporations Act on the terms and subject to the conditions set out in the Plan of Arrangement;
<b>“Arrangement Agreement”</b>	the conditional agreement dated 7 May 2024, as amended on 20 May 2024, made between (i) the Company, (ii) Rome Resources and (iii) BC Subco setting out the terms and conditions on which the Acquisition will be consummated, details of which are set out in paragraph 12.8 of Part IX of this document;
<b>“Articles of Association” or “Articles”</b>	the articles of association of the Company, a summary of which is set out in paragraph 5 of Part IX of this document;
<b>“BC Subco”</b>	1475033 B.C. LTD., a corporation incorporated under the laws of the Province of British Columbia, Canada, for the purposes of effecting the Acquisition;
<b>“Business Corporations Act” or the “BCA”</b>	the British Columbia Business Corporations Act (as amended);
<b>“Business Day”</b>	any day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, UK;
<b>“CAMI”</b>	Cadastre Minier, the mining registry in the DRC, which is responsible for managing the process of granting, renewing, and transferring mining and quarry rights;
<b>“Certificated” or “in certificated form”</b>	not in uncertificated form (that is, not in CREST);
<b>“Closing Price”</b>	0.28 pence, being the closing mid-market price of an Existing Ordinary Share on 28 November 2023, the day prior to suspension from trading on AIM of the Existing Ordinary Shares in accordance with rule 14 of the AIM Rules;
<b>“Completion”</b>	completion of the Acquisition, the Placing, the issue of the Consideration Shares and Admission;
<b>“Company” or “Pathfinder”</b>	Pathfinder Minerals PLC, a public limited company incorporated in England and Wales under registered number 02578942 and having its registered office at 35 Berkeley Square, London, England, W1J 5BF, United Kingdom;
<b>“Competent Person”</b>	MSA Group (Pty) Ltd;
<b>“Competent Person’s Report” or “CPR”</b>	the technical report on the Projects, which is disclosed in its entirety in Part IV of this document;
<b>“Concert Party”</b>	the persons acting in concert as described in paragraph 18 of Part I of this document;
<b>“Consideration”</b>	approximately £7,054,972.04 or CA\$12,134,551 using an exchange rate of 1.72 GBP:CAD, the exchange rate in effect on 7 May 2024 (being the date of the Arrangement Agreement) to be settled in the form of the Consideration Shares;
<b>“Consideration Price”</b>	0.30 pence per Rome Share;

<b>“Consideration Shares”</b>	the 2,351,657,348 new Ordinary Shares to be issued at the Consideration Price to Rome Shareholders on Completion, further details of which are set out in paragraph 8 of Part I of this document;
<b>“Corporate Governance Code”</b> or <b>“QCA Code”</b>	the QCA Corporate Governance published by the Quoted Companies Alliance in 2023 and as amended from time to time;
<b>“CoTin”</b> or <b>“CoTinCo”</b>	CoTinCo Minerals Projects International FZ-LLC, a company incorporated on 15 December 2021 in accordance with the laws of the United Arab Emirates, with sole shareholder Andreas Reitmeier;
<b>“CoTin JV Agreement”</b>	the joint venture agreement between CoTin and Palm dated 11 February 2022, as further described in paragraph 12.12 of Part IX of this document;
<b>“CREST”</b>	the electronic system for the holding and transferring of shares and other securities in paperless form operated by Euroclear;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended from time to time, and any applicable rules made under those regulations;
<b>“Deferred Shares”</b>	the deferred shares of 0.99p each in the share capital of the Company;
<b>“Directors”</b> or <b>“New Board”</b>	the Existing Directors and the New Directors, as described on page 12 of this document;
<b>“Director Warrants”</b>	the warrants to subscribe for new Ordinary Shares to be issued on Admission to the Directors listed in paragraph 4.6 of Part IX of this document;
<b>“Disclosure Guidance and Transparency Rules”</b> or <b>“DTRs”</b>	the Disclosure Guidance and Transparency Rules (in accordance with Section 73A(3) of FSMA) being the rules published by the FCA from time to time relating to the disclosure of information in respect of financial instruments which have been admitted to trading on a regulated market or for which a request for admission to trading on such market has been made;
<b>“DRC”</b>	the Democratic Republic of the Congo, its territories and possessions;
<b>“DRC Mining Code”</b>	the DRC Act No. 007/2002 dated 11 July 2002 creating the Mining Code, as amended from time to time;
<b>“Effective Time”</b>	the effective time of the Plan of Arrangement, being 12.01 a.m. (Vancouver Time) on the date upon which all of the conditions to completion of the Arrangement Agreement have been satisfied or waived;
<b>“Enlarged Group”</b>	the Group as enlarged by the Acquisition;
<b>“Enlarged Share Capital”</b>	the issued ordinary share capital of the Company as upon Admission following completion of the Proposals comprising the Existing Ordinary Shares, the Placing Shares, Consideration Shares and the Fee Shares;
<b>“Euroclear”</b>	Euroclear UK & International Limited, a company incorporated in England and Wales and the operator of CREST;
<b>“Exchange Ratio”</b>	19.54;



<b>“Existing Directors” or “Board”</b>	the directors of the Company, excluding the New Directors, whose names are set out on page 12 of this document, including any duly authorised committee of the board of directors of the Company and “Director” is to be construed accordingly;
<b>“Existing Ordinary Shares” or “Existing Share Capital”</b>	the 1,057,494,834 Ordinary Shares in issue in the capital of the Company at the date of this document;
<b>“Existing Options”</b>	the existing options to subscribe for 50,000,000 new Ordinary Shares, as further described in paragraph 4.7 of Part IX of this document;
<b>“Existing Warrants”</b>	the existing warrants to subscribe for 217,500,000 new Ordinary Shares, as further described in paragraph 4.4 of Part IX of this document;
<b>“EU”</b>	the European Union;
<b>“EU” Prospectus Regulation”</b>	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017;
<b>“EEA”</b>	the European Economic Area;
<b>“FCA”</b>	the Financial Conduct Authority of the United Kingdom, responsible for the regulation of the United Kingdom financial services industry;
<b>“Fee Shares”</b>	129,379,095 new Ordinary Shares to be issued to certain professional advisers on Admission in consideration for services provided to the Company in connection with the Placing;
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Shareholders at the General Meeting;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended);
<b>“General Meeting” or “GM”</b>	the general meeting of the Company to be held at 6th Floor, 100 Liverpool Street, London, EC2M 2AT, United Kingdom (the offices of Fasken Martineau LLP on 25 July 2024 at 10.00 a.m. and any adjournments thereof to be held for the purpose of considering and, if thought fit, passing the Resolutions;
<b>“Group”</b>	the Company and its subsidiaries (as defined in section 1159 of the Act);
<b>“HMRC”</b>	His Majesty’s Revenue and Customs of the UK;
<b>“IFRS”</b>	UK-adopted International Financial Reporting Standards issued by the International Accounting Standards Board;
<b>“IMM”</b>	IM Minerals Limited, a private limited company incorporated in England and Wales under registered number 05410573 and having its registered office at 35 Berkeley Square, London, England, W1J 5BF, United Kingdom;
<b>“IMM Share Purchase Agreement”</b>	the share purchase agreement dated 28 July 2023, as amended by a deed of variation dated 7 November 2023 and as amended and assigned by a deed of variation and assignment dated 25 January 2024, between Acumen and the Company, relating to the sale by the Company to Acumen of shares in IMM, further details of which are set out in paragraph 12.10(a) and 12.10(b) of Part IX of this document;

<b>“Interim Pro forma Income Statement”</b>	the unaudited pro forma income statement for the six month period to 31 December 2023 and 31 March 2024 for Pathfinder and Rome Resources respectively;
<b>“Investissement et Développement Immobiliers SARL” or “IDI”</b>	Investissement et Développement Immobiliers SARL, a company incorporated in accordance with the laws of the DRC, with company number CD/KNG/RCCM/13-B-00221 and with shareholders IDI HK Corporation Limited (55 per cent.) and Bénédicte Mumbere Wathuma (45 per cent.);
<b>“ISIN”</b>	International Securities Identification Number, the existing ISIN of the Company being GB00BYY0JQ23;
<b>“Issue Price”</b>	0.30 pence per share;
<b>“Issued Share Capital”</b>	the entire issued ordinary share capital of the Company from time to time;
<b>“Joint Brokers”</b>	together, Allenby Capital and Oak Securities and with each of them being a <b>“Joint Broker”</b> ;
<b>“Kalayi Tin SARL”</b>	Kalayi Tin SARL, a limited liability company incorporated on 16 August 2023 in accordance with the laws of the DRC, with company number CD/KNG/RCCM/23-B/02494 and with shareholders MRDC (72.5 per cent.) and Bénédicte Mumbere Wathuma (27.5 per cent.);
<b>“Latest Practicable Date”</b>	5 July 2024, the latest practicable date prior to publication of this document;
<b>“LEI”</b>	legal entity identifier, the existing LEI of the Company being 2138009YG6AG3K86TN77;
<b>“Link Group”</b>	Link Market Services Limited, incorporated in England and Wales with company number 02605568, whose registered office address is Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL, United Kingdom;
<b>“Lock-in Period”</b>	a period of 12 months from Admission;
<b>“Locked-in Shareholders”</b>	each of the Directors, the substantial shareholders, certain other employees of the Company and any related party holding Ordinary Shares as set out in the Rule 7 Lock-In Agreement;
<b>“London Stock Exchange” or “LSE”</b>	London Stock Exchange Group plc;
<b>“Mont Agoma SARL”</b>	Mont Agoma SARL, a limited liability company incorporated on 10 August 2023 in accordance with the laws of the DRC, with company number CD/KNG/RCCM/23-B-02467 and with shareholders CoTin (19 per cent.), Palm (30 per cent.) and the Target (51 per cent.);
<b>“Mont Agoma 9 per cent. Option Agreement”</b>	the term sheet entered into between Rome Resources, CoTin, Mont Agoma SARL and the Company, as consented to by Reitmeier, Palm and MRDC, effective 15 May 2024, pursuant to which CoTin, Mont Agoma SARL and Palm granted Rome Resources the sole and exclusive right and option to acquire a further 9 per cent. interest in Mont Agoma SARL from CoTin; details of which are set out in paragraph 12.12(e) of Part IX of this document;

<b>“MRDC”</b>	Medidoc-RD Congo SARL, a limited liability company incorporated on 6 October 2021 in accordance with the laws of the DRC, with company number CD/KNG/RCCM/21-B-02571 and with the Target (71 per cent.) and Reitmeier (29 per cent.) as shareholders;
<b>“MRDC JV Agreement”</b>	the joint venture agreement dated 11 January 2022, as amended, between MRDC and IDI, pursuant to which <i>inter alia</i> MRDC acquired a 72.5 per cent. beneficial interest in PEPM13274 and acquired an option to acquire a further 7.5 per cent. beneficial interest in PEPM13274; details of which are set out in paragraph 12.11(a) of Part IX of this document;
<b>“MRDC Shareholders’ Agreement Term Sheet”</b>	the term sheet entered into between Andreas Reitmeier, RMR and MRDC, effective 12 June 2024, setting out the agreed shareholder terms in respect of MRDC; details of which are set out in paragraph 12.11(d) of Part IX of this document;
<b>“MRDC 19 per cent. Option Agreement”</b>	the term sheet entered into between Rome Resources, Reitmeier, MRDC and the Company, effective 15 May 2024, pursuant to which Reitmeier and MRDC granted Rome Resources the sole and exclusive right and option to acquire a further 19 per cent. interest in MRDC from Reitmeier; details of which are set out in paragraph 12.11(c) of Part IX of this document;
<b>“New Directors”</b>	Marc Kay Mathenz and Serge Nawej Tshitembu who are appointed directors of the Company on the date of Admission;
<b>“New Warrants”</b>	warrants to subscribe for new Ordinary Shares to be issued on Admission to the persons listed in paragraph 4.6 of Part IX of this document (comprising the Adviser Warrants and the Director Warrants);
<b>“Notice of General Meeting” or “Notice”</b>	the notice convening the GM set out in pages 240 to 244 of this document;
<b>“Oak Securities”</b>	Oak Securities, a trading name of Merlin Partners LLP, a Joint Broker to the Company, incorporated in England and Wales with company number OC317265, whose registered office address is 90 Jermyn Street, London, SW1Y 6JD, and which is authorised and regulated by the FCA;
<b>“Official List”</b>	the Official List of the FCA;
<b>“Operator”</b>	Euroclear UK & International Limited or such other person as may, for the time being, be approved by HM Treasury as Operator under the uncertificated securities rules;
<b>“Options”</b>	Options to subscribe for new Ordinary Shares, further details of which can be found in paragraph 7 of and 10.2(a) Part IX of this document;
<b>“Ordinary Shares”</b>	the ordinary shares of 0.1p each in the share capital of the Company;
<b>“Palm Constellation” or “Palm”</b>	Palm Constellation SARLU, a limited liability company incorporated on 15 May 2019 in accordance with the laws of the DRC, with company number CD/KNG/RCCM/19-B-00814 and with sole shareholder Serge Nawej;

<b>“Palm Assignment and Assumption Agreement”</b>	the assignment and assumption agreement dated 11 April 2024, as amended, between the Company and Palm, pursuant to which Rome Resources agreed to assign and transfer to the Company all of its right, title, interest and obligation in and to the Palm 15 per cent. Option Agreement upon closing of the Acquisition and Palm consented to such assignment and transfer; details of which are set out in paragraph 12.12(d) of Part IX of this document;
<b>“Palm 15 per cent. Option Agreement”</b>	the term sheet entered into between Palm and Rome Resources dated 29 April 2023, pursuant to which Rome Resources agreed to acquire from Palm a further 15 per cent. interest in Mont Agoma SARL; details of which are set out in paragraph 12.12(c) of Part IX of this document;
<b>“Palm Option”</b>	the agreement by the Target to acquire from Palm a 15 per cent. registered and beneficial interest in Mont Agoma (the entity to which the Bisie North-East Permit is to be transferred);
<b>“Placee(s)”</b>	those persons who have conditionally agreed to subscribe for the Placing Shares at the Issue Price pursuant to the Placing;
<b>“Placing”</b>	the conditional placing by Oak Securities and Allenby Capital on behalf of the Company at the Issue Price of the Placing Shares pursuant to the Placing Agreement;
<b>“Placing Shares”</b>	the 1,333,333,330 new Ordinary Shares to be issued at the Issue Price pursuant to the Placing Agreement;
<b>“Placing Agreement”</b>	the conditional agreement dated 7 July 2024 between Oak Securities, Allenby Capital, the Company, the Existing Directors and the New Directors relating to the Placing, details of which are set out in paragraph 12.2 of Part IX of this document;
<b>“Plan of Arrangement”</b>	a statutory plan of arrangement under the provisions of section 288 of the Business Corporations Act, governed by and otherwise subject to the terms of the Arrangement Agreement;
<b>“Pro Forma Financial Information”</b>	the unaudited pro forma statement of net assets of Pathfinder and Rome Resources as at 31 December 2023 and 31 March 2024 respectively, the unaudited pro forma income statement for the years ended 31 December 2023 and 30 September 2023 for Pathfinder and Rome Resources respectively (the “Annual Pro forma Income Statement”), and the unaudited pro forma income statement for the six month period to 31 December 2023 and 31 March 2024 for Pathfinder and Rome Resources respectively (the “Interim Pro forma Income Statement”);
<b>“Proposals”</b>	means (i) the Acquisition; (ii) the Placing; and (iii) the issue of the Consideration Shares;
<b>“Prospectus Regulation Rules”</b>	the prospectus regulation rules made by the FCA pursuant to section 73A of the FSMA from time to time;
<b>“Registrars”</b>	Link Group;
<b>“Regulatory Information Service” or “RIS”</b>	a regulatory information service authorised by the FCA to receive, process, and disseminate regulatory information in respect of listed companies;

<b>“Replacement Option”</b>	an option or right to purchase new Ordinary Shares granted by the Company in replacement of an outstanding stock option to purchase Rome Shares, pursuant to the Plan of Arrangement, as further described in paragraph 12.8 of Part IX of this document;
<b>“Replacement Warrant”</b>	an outstanding Rome Warrant, that has been deemed to have been amended post-closing of the Arrangement so that the holder of such Rome Warrant shall receive (and such holder shall accept) upon the exercise of such Rome Warrant, the number of Ordinary Shares equal to the number of Rome Shares a holder would have been entitled to receive on exercise of such Rome Warrant prior to the Effective Time multiplied by the Exchange Ratio, as further described in paragraph 12.8 of Part IX of this document;
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting;
<b>“Restricted Jurisdiction”</b>	the United States of America, Canada, New Zealand, the Republic of South Africa and Japan;
<b>“Reverse Takeover”</b>	any acquisition that would be of a size or nature to be deemed a reverse takeover transaction under Rule 14 of the AIM Rules;
<b>“Rome Meeting”</b>	the special meeting of the Rome Shareholders to approve the terms of the Arrangement Agreement;
<b>“Rome Options”</b>	options to purchase common shares in the capital of Rome Resources granted under Rome Resources’ equity incentive plan dated 12 April 2023
<b>“Rome Resources”, “RMR” or the “Target”</b>	Rome Resources Ltd, which is a company listed on the TSX-V under identifier TSX-V: “RMR” (and, unless context otherwise requires, following the amalgamation of Rome Resources and BC Subco, any reference to <b>“Rome Resources”</b> , <b>“RMR”</b> or the <b>“Target”</b> means <b>“Amalco”</b> );
<b>“Rome Resources Group”</b>	Rome Resources and/or its current subsidiaries;
<b>“Rome Shares”</b>	common shares in the capital of Rome Resources;
<b>“Rome Shareholders”</b>	the holders of Rome Shares;
<b>“Rome Warrant”</b>	an outstanding share purchase warrant to purchase common shares in the capital of Rome Resources, granted under the stock option plan of Rome Resources dated 12 April 2023;
<b>“Rule 7 Lock-in Agreement”</b>	the lock-in and orderly market agreements entered into by each of the Locked-in Shareholders, the Company and Allenby Capital details of which are set out in paragraph 12.6 of Part IX of this document;
<b>“SEDOL”</b>	the stock exchange daily official list;
<b>“Share Dealing Code”</b>	the Company’s share dealing code as referred to in paragraph 15 of Part I of this document;
<b>“Shareholders” or “Existing Shareholders”</b>	holders of Existing Ordinary Shares, each individually being a “Shareholder”;

<b>“Significant Shareholder”</b>	a person holding three per cent. or more of the Enlarged Share Capital;
<b>“Takeover Code”</b>	the City Code on Takeovers and Mergers issued by the Takeover Panel, as amended from time to time;
<b>“Takeover Panel”</b>	the Panel on Takeovers and Mergers;
<b>“TSX-V”</b>	the TSX Venture Exchange;
<b>“UK MAR”</b>	the Regulation 2014/596/EU, which is part of UK domestic law pursuant to the Market Abuse (Amendment) (EU Exit) Regulations ( <i>SI 2019/310</i> );
<b>“Uncertificated”</b> or <b>“Uncertificated form”</b>	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
<b>“United Kingdom”</b> or <b>“UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“UK Bribery Act”</b>	the Bribery Act 2010
<b>“US”</b> or <b>“United States”</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
<b>“VAT”</b>	value added tax;
<b>“Warrants”</b>	Warrants to subscribe for new Ordinary Shares, further details of which can be found in paragraphs 4.4, 4.5, 4.6 and 10.2(b) of Part IX of this document; and
<b>“Wathuma”</b> or <b>“Mr Wathuma”</b>	Bénédicte Mumbere Wathuma being (i) a 45 per cent. shareholder of IDI and (ii) a 27.5 per cent. shareholder of Kalayi Tin SARL.



## GLOSSARY OF TECHNICAL AND COMMERCIAL TERMS

The following technical terms apply throughout this document:

<b>“Alteration”</b>	changes in the mineralogical composition of a rock as a result of physical or chemical processes such as weathering or penetration by hydrothermal fluids.
<b>“Amphibolite”</b>	a metamorphic rock that contains amphibole minerals including hornblende and actinolite, with plagioclase and very little to no quartz.
<b>“Anomaly (geochemical)”</b>	an above-average concentration of a chemical element in a sample of rock, soil, vegetation, stream, or sediment; which may be indicative of nearby mineral deposit.
<b>“Archaean”</b>	belonging to the geological period between about 2500 and 4000 million years ago.
<b>“Basement”</b>	the rocks below a sedimentary platform or cover, or more generally any rock below sedimentary rocks or sedimentary basins that are metamorphic or igneous in origin.
<b>“Basin”</b>	a large sediment-filled and fault-bounded depression resulting from extension of the crust.
<b>“Biotite”</b>	a group of common phyllosilicate minerals within the mica group, with the approximate chemical formula $K(Mg/Fe)_3Al_3O_{10}(F,OH)_2$ .
<b>“Breccia”</b>	a rock composed of broken fragments of minerals or rock cemented together by a fine-grained matrix that can be similar to or different from the composition of the fragments.
<b>“Cassiterite”</b>	a tin oxide mineral ( $SnO_2$ ).
<b>“Chalcocite”</b>	a copper sulphide ( $Cu_2S$ ), an important copper ore mineral.
<b>“Chlorite”</b>	a common group of phyllosilicate minerals with the approximate chemical formula $(Mg/Fe/Al)_3(Si/Al)_4O_{10}(OH)_8$ .
<b>“Chrysocolla”</b>	a hydrated copper phyllosilicate mineral with formula $Cu_2H_2Si_2O_5(OH)_4$ .
<b>“Conglomerate”</b>	a rock type composed predominantly of rounded pebbles, cobbles or boulders deposited by the action of water.
<b>“Craton”</b>	large, and usually ancient, stable mass of the earth’s crust comprised of various crustal blocks amalgamated by tectonic processes. A cratonic nucleus is an older, core region embedded within a larger craton.
<b>“Cretaceous”</b>	a geologic period and system from circa 145 to 65 million years ago.
<b>“Diamond drilling”</b>	method of obtaining cylindrical core of rock by drilling with a diamond set or diamond impregnated bit.
<b>“Dolomite”</b>	a sedimentary, carbonate rock composed dominantly of the mineral dolomite with the chemical formula $Ca/Mg(CO_3)_2$ .

<b>“Fault”</b>	a fracture or fracture zone, along which displacement of opposing sides has occurred.
<b>“Fire Assay”</b>	lead collection fire assay using carefully selected fluxes specially formulated for the mineralogy of each sample type. Samples submitted for ppb detection of gold are fused in a dedicated low level furnace, the resultant prill digested and gold content determined typically by AAS.
<b>“Fold”</b>	a planar sequence of rocks or a feature bent about an axis.
<b>“Gneiss”</b>	a high-grade metamorphic rock formed from the metamorphosis of granite or sedimentary rock at high pressures and temperatures.
<b>“Gossan”</b>	rust coloured oxide and hydroxide minerals of iron and /or manganese that may cap sulphide-rich ore deposits.
<b>“Granite”</b>	a coarse grained intrusive igneous rock composed mostly of quartz, alkali feldspar, and plagioclase.
<b>“Hematite”</b>	a heavy and relatively hard oxide mineral, ferric oxide ( $\text{Fe}_2\text{O}_3$ ), that has a high iron content (70 per cent.). Its name is derived from the Greek word for “blood,” in allusion to its red colour.
<b>“Hornblende”</b>	a complex inosilicate series of minerals with a generalised chemical formula of $(\text{Ca},\text{Na})_2(\text{Mg},\text{Fe},\text{Al})_5(\text{Al},\text{Si})_8\text{O}_{22}(\text{OH})_2$ .
<b>“Intrusive”</b>	an igneous rock that formed from magma that cooled and solidified within the Earth’s crust.
<b>“Joints”</b>	regular planar fractures or fracture sets in massive rocks, usually created by unloading, along which no relative displacement has occurred.
<b>“Kalayi”</b>	the Kalayi prospect located within PEPM13274.
<b>“Limonite”</b>	a type of iron ore mineral consisting of a mixture of hydrated iron (III) oxide-hydroxides in varying composition.
<b>“Mesoproterozoic”</b>	middle Proterozoic era of geological time, 1,600 to 1,000 million years ago.
<b>“Metamorphic”</b>	relating to changes at depth in the mineral and chemical composition and texture of a solid rock caused by heat, pressure, chemical environment or shear stress.
<b>“Metasediment”</b>	a sedimentary rock that shows evidence of having been subjected to metamorphism.
<b>“Metavolcanic”</b>	a volcanic rock that shows evidence of having been subjected to metamorphism.
<b>“Micaceous”</b>	rich in mica, a platy silicate mineral.
<b>“Migmatite”</b>	rock composed of a metamorphic (altered) host material that is streaked or veined with granite.

<b>“Mineral Resource”</b>	a Mineral Resource is a concentration or occurrence of solid material or economic interest in or on the Earth’s crust in such form, grade (or quality), and quantity, that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are subdivided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.
<b>“Mineralisation”</b>	the process by which minerals are introduced into a rock resulting in the formation a mineral deposit. Can also refer to an accumulation of minerals of economic interest.
<b>“Mont Agoma Northwest”</b>	the Mont Agoma Northwest prospect located within PR15130.
<b>“Mont Agoma”</b>	the Mont Agoma prospect located within PR15130.
<b>“Neoproterozoic”</b>	a period of geological history at the end of the Proterozoic eon, dating from about 1000 to 540 million years ago.
<b>“Orogenic”</b>	relating to the formation of structures such as folds and thrusts during a period of mountain-building.
<b>“Palaeoproterozoic”</b>	early Proterozoic era of geological time, 2,500 to 1,600 million years ago.
<b>“Palaeozoic”</b>	the span of geological time between the beginning of the Cambrian (542 Ma (million years ago) to the end of the Permian (251 million years ago).
<b>“Pan-African”</b>	relating to a collisional mountain-building event between about 750 and 550 million years ago.
<b>“Pegmatite”</b>	an intrusive igneous rock with very large crystals that forms in the later stages of a magma chamber’s crystallisation.
<b>“PEPM13274”, “Bisie North Project” or the “Bisie North Permit”</b>	small scale exploitation permit 13274.
<b>“Phyllite”</b>	a foliated metamorphic rock that forms under low levels of heat and pressure. It is composed of fine-grained sheet silicate minerals.
<b>“Porphyroblast”</b>	a clast or mineral fragment in a metamorphic rock, surrounded by a groundmass of finer grained crystals.
<b>“Precambrian”</b>	the span of geological time between formation of the Earth around 4500 Ma (million years ago) to the beginning of the Cambrian, around 542 Ma.
<b>“Proterozoic”</b>	a period of geological history dating from about 2 500 to 540 million years ago, subdivided into the Palaeo-, Meso- and Neoproterozoic.
<b>“Projects”</b>	comprising PEPM13274 and PR15130.
<b>“PR13274”</b>	mineral exploration permit 13274 issued to IDI on 6 June 2018 by CAMI.

<p><b>“PR15130”, “Bisie North-East Project” or the “Bisie North-East Permit”</b></p>	<p>mineral exploration permit 15130 issued to Palm on 30 December 2021 by CAMI.</p>
<p><b>“Qualified Person”</b></p>	<p>an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, has experience relevant to the subject matter of the mineral project, and is in good standing with a professional association.</p>
<p><b>“Quartzite”</b></p>	<p>a metamorphic rock formed when quartz-rich sandstone or chert has been exposed to high temperatures and pressures.</p>
<p><b>“Sandstone”</b></p>	<p>a sedimentary rock composed of cemented or compacted detrital minerals, principally quartz grains</p>
<p><b>“Saprolite”</b></p>	<p>a soft, earthy, typically clay-rich, thoroughly decomposed rock, formed in place by chemical weathering of igneous, sedimentary, and metamorphic rocks.</p>
<p><b>“Schist”</b></p>	<p>a crystalline metamorphic rock having a foliated or parallel structure due to the recrystallisation of the constituent minerals.</p>
<p><b>“Shale”</b></p>	<p>fine-grained sedimentary rock formed by the compaction of clay, silt and fine sand.</p>
<p><b>“Siliciclastic”</b></p>	<p>clastic non-carbonate sedimentary rocks that are almost exclusively silica-bearing, either as forms of quartz or other silicate minerals.</p>
<p><b>“Siltstone”</b></p>	<p>a rock intermediate in character between a shale and a sandstone. Composed of silt sized grains.</p>
<p><b>“Synform”</b></p>	<p>a topographic feature which is composed of sedimentary layers in a concave formation.</p>
<p><b>“Wrench fault”</b></p>	<p>a type of strike-slip fault in which the fault surface is vertical, and the fault blocks move sideways past each other.</p>

## ACRONYMS AND ABBREVIATIONS

The following acronyms and abbreviations terms apply throughout this document:

<b>“µm”</b>	Micrometre (1000 <sup>th</sup> of a millimetre).
<b>“Ag”</b>	Chemical symbol for silver.
<b>“ALS”</b>	Analytical Laboratory Services.
<b>“COAL”</b>	Congolese Analytical Laboratory SARL.
<b>“CRM”</b>	Certified Reference Material.
<b>“CTC”</b>	CoTinCo Mineral Projects International LLC.
<b>“Cu”</b>	Chemical symbol for copper.
<b>“DD”</b>	Diamond drilling.
<b>“DEPM”</b>	DRC environmental authority.
<b>“EOH”</b>	End-of-hole.
<b>“EM”</b>	Electromagnetic.
<b>“GDP”</b>	Gross domestic product.
<b>“GPS”</b>	Global positioning system.
<b>“GSSA”</b>	Geological Society of South Africa.
<b>“ICP”</b>	Inductively coupled plasma.
<b>“ICP-AES”</b>	Inductively coupled plasma atomic emission spectroscopy.
<b>“ISO/IEC”</b>	International Organisation for Standardisation / International Electrotechnical Commission.
<b>“km”</b>	Kilometres.
<b>“LDL”</b>	Lower Detection Limit.
<b>“M”</b>	Metres.
<b>“Mamsl”</b>	Metres above mean sea level.
<b>“No.”</b>	Number.
<b>“Pb”</b>	Chemical symbol for lead.
<b>“PE”</b>	<i>Permis d’Exploitation.</i>
<b>“PEPM”</b>	Small scale exploitation permit ( <i>Permis d’Exploitation des Petites Mines</i> ).
<b>“PONEN”</b>	Professional Society of Independent Experts of the Subsurface Resources.
<b>“PR”</b>	Mineral exploration permit ( <i>Permis de Recherches</i> ).

<b>“Pr.Sci.Nat”</b>	Professional Registered Natural Scientist with SACNASP.
<b>“pXRF”</b>	Portable XRF.
<b>“SACNASP”</b>	South African Council for Natural Scientific Professions.
<b>“SARL”</b>	Limited liability company ( <i>société à responsabilité limitée</i> ) in the DRC.
<b>“SI”</b>	International System of Units.
<b>“SN”</b>	Tin.
<b>“UTM”</b>	Universal Transverse Mercator.
<b>“WGS84”</b>	1984 World Geodetic System.
<b>“XRF”</b>	X-ray fluorescence.



## PART I

### LETTER FROM THE NON-EXECUTIVE DIRECTOR OF PATHFINDER MINERALS PLC

# PATHFINDER MINERALS PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02578942)

*Existing Directors:*

Paul Anthony Barrett (*Executive Director*)  
Mark Richard Gasson (*Non-Executive Director*)  
Edouard André Denis François Etienvre (*Non-Executive Director*)

*Registered office:*

35 Berkeley Square  
London  
England  
W1J 5BF  
United Kingdom

8 July 2024

To Shareholders, the holders of Options, Warrants and those with information rights

**PROPOSED ACQUISITION OF ROME RESOURCES LTD  
PROPOSED PLACING OF 1,333,333,330 NEW ORDINARY SHARES AT 0.30P PER SHARE  
PROPOSED ISSUE OF 2,351,657,348 CONSIDERATION SHARES  
PROPOSED ISSUE OF 129,379,095 FEE SHARES  
PROPOSED CHANGE OF NAME TO ROME RESOURCES PLC  
PROPOSED ADMISSION OF THE ENLARGED SHARE CAPITAL TO TRADING ON AIM  
AND  
NOTICE OF GENERAL MEETING**

#### **1. Introduction**

On 29 November 2023, Pathfinder announced, *inter alia*, that it had entered into non-binding heads of terms regarding a potential acquisition of the entire issued and to be issued share capital of Rome Resources by Pathfinder. The Company also simultaneously announced that it had agreed to lend Rome Resources up to CA\$2,500,000.00 on an unsecured basis.

#### ***The Proposal***

Rome Resources is incorporated and listed in Canada and in order to effect the Acquisition, on 8 May 2024, Pathfinder announced that it had conditionally agreed the terms of the Arrangement Agreement to be implemented by way of a Canadian plan of arrangement pursuant to the Business Corporations Act, further details of which are set out in paragraph 12.8 of Part IX of this document.

The Existing Directors believe that the Acquisition represents a significant opportunity for the Group to maximise shareholder value in the short-to-medium term.

In connection with the Acquisition, Pathfinder has conditionally raised approximately £4.0 million (before expenses) pursuant to the Placing through the proposed issue of 1,333,333,330 Placing Shares at a price of 0.30 pence per new Ordinary Share, to provide funds for a drilling programme and working capital. The Placing is conditional (amongst other things) upon the Acquisition proceeding and the passing of the Resolutions at the General Meeting authorising the Existing Directors to allot the Placing Shares.

Furthermore, the Existing Directors believe that should the Acquisition proceed, the name of the Company should be changed to "Rome Resources Plc" to reflect the ongoing business of the Enlarged Group.

The Acquisition constitutes a reverse takeover pursuant to rule 14 of the AIM Rules and therefore the purpose of this document, which comprises an Admission Document prepared under the AIM Rules, is to provide you with information on the Proposals and to seek approval by Shareholders of the Resolutions to be proposed at the General Meeting, which is being convened on 25 July 2024 at 10.00 a.m. at 6th Floor, 100 Liverpool Street, London, EC2M 2AT (the offices of Fasken Martineau LLP), notice of which is set out at the end of this document.

In addition to the passing of the Resolutions, completion of the Acquisition is also conditional upon, *inter alia*: (i) that at least two thirds of the votes cast by Rome Shareholders having voted in favour of the Arrangement Agreement at the Rome Meeting; (ii) at least a simple majority of the votes cast by Rome Shareholders present in person or represented by proxy and entitled to vote at such meeting, excluding for this purpose the votes attached to shares of Rome Resources which are held or controlled by certain related parties (as such term is defined under applicable Canadian securities laws) of Rome Resources; (iii) the approval of the Court of British Columbia, Canada; (iv) the receipt of certain regulatory approvals; and (v) the satisfaction of certain other closing conditions customary in acquisitions of this nature. If such conditions are not satisfied, or, where applicable, not waived, the Acquisition will not proceed.

If the Resolutions are duly passed at the General Meeting and the other conditions set out relating to the Proposals are met, then it is expected that the Enlarged Share Capital will be admitted to trading on AIM with effect from 8.00 a.m. on 26 July 2024. As six months have lapsed since the Company became an AIM Rule 15 cash shell, trading on AIM in the Existing Ordinary Shares will remain suspended until Admission.

It is anticipated that the Rome Shares will be delisted from Tier 2 of the TSX-V on Admission.

**The Existing Directors consider the Acquisition to be an exciting opportunity and consider that the Acquisition is in the best interests of the Company and Shareholders as a whole. Accordingly, the Existing Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.**

**Shareholders should note that the Resolutions are inter-conditional and consequently if any of the Resolutions are not passed, the Proposals will not occur, and pursuant to the AIM Rules, the Existing Ordinary Shares will be cancelled from trading on AIM.**

**The purpose of this document, which comprises an Admission Document prepared under the AIM Rules, is to provide you with information on the Proposals. You should read the whole of this document and your attention is drawn, in particular, to the risk factors set out in Part II of this document.**

## **2. Information on Pathfinder Minerals Plc**

Pathfinder was incorporated in England and Wales on 1 February 1991 as “Pathfinder Properties Plc” originally focused on investing in central London residential property with redevelopment potential. On 21 December 2009, Pathfinder Properties Plc became an investing company pursuant to rule 15 of the AIM Rules for Companies, with its first investment being a 4.67 per cent. equity interest in IMM. Pathfinder Properties Plc subsequently changed its name to “Pathfinder Minerals Plc” on 22 December 2009.

Pathfinder subsequently acquired the remaining outstanding issued share capital of IMM which constituted a reverse takeover pursuant to rule 14 of the AIM Rules for Companies. As a result, the enlarged group recommenced trading on AIM on 10 February 2011 as a natural resources company. At the time, Pathfinder’s key assets were mining concession licences 73L and 760C in Mozambique, which were held by IMM’s 99.99 per cent. owned subsidiary, Companhia Mineira de Naburi, S.A.R.L.

In 2011, Pathfinder announced that it was the subject of the unlawful transfer by the Government of Mozambique of mining concession licences 73L and 760C to an unconnected company, Pathfinder Moçambique S.A., which was controlled by Pathfinder’s former local partners, without its knowledge or consent. Mining concession licences 73L and 760C were subsequently consolidated into a single mining concession licence (entitled 4623C) which in late 2020 was sold to a Chinese state-owned company, TZM Resources S.A.

Pathfinder has since pursued a multichannel strategy to attempt to recover mining concession licence 4623C, including a successful action through His Majesty’s High Court of Justice in England to confirm the validity of IMM’s ownership of Companhia Mineira de Naburi, S.A.R.L and through attempts to negotiate settlements with the new holders of mining concession licence 4623C.

On 29 September 2022, Pathfinder announced, *inter alia*, that it has entered into an option agreement with Acumen under which Pathfinder granted Acumen the exclusive option to acquire IMM and the rights to bring a claim against the Government of Mozambique for the expropriation of mining concession licence 4623C.

Pathfinder subsequently announced on 18 August 2023 that the disposal of IMM and the rights to bring a claim against the Government of Mozambique to Acumen pursuant to a share purchase agreement entered into between the Company and Acumen was approved at a general meeting of Shareholders. As a result, Pathfinder become a “cash shell” in accordance with rule 15 of the AIM Rules for Companies.

As an AIM Rule 15 cash shell, the Company is required to make an acquisition or acquisitions which constitutes a reverse takeover pursuant to rule 14 of the AIM Rules for Companies or be re-admitted to trading on AIM as an investing company in accordance with rule 8 of the AIM Rules (which requires the raising of at least £6.0 million in cash) on or before the date falling six months from 18 August 2023 (being the date of Shareholder approval to dispose of IMM), failing which, the Company’s shares will then be suspended from trading on AIM pursuant to rule 40 of the AIM Rules.

Trading on AIM in the Existing Ordinary Shares was suspended on 29 November 2023 pursuant to AIM Rule 14 when the Acquisition was announced. As more than six months have lapsed since the Company became an AIM Rule 15 cash shell, trading in the Existing Ordinary Shares will remain suspended until Admission.

Pursuant to rule 41 of the AIM Rules, the Company’s shares will be cancelled from trading on AIM if there is no (i) re-admission to trading on AIM following the completion of a Reverse Takeover, which requires the publication of an admission document and the approval of such a transaction at a general meeting of the Company, nor (ii) re-admission to trading on AIM as an “investing company”.

### **New Preference Shares**

In consideration for the disposal of IMM and the rights to bring a claim against the Government of Mozambique to Acumen (the “**Disposal**”), Pathfinder received an initial cash consideration of £1.0 million. In addition, as a form of deferred consideration, Pathfinder is entitled to a percentage of any damages award recovered pursuant to any claim successfully made against the Government of Mozambique for the expropriation of mining concession licence 4623C, details of which are outlined in Pathfinder’s announcement of 29 January 2024 (together the “**Preference Amount**”).

Irrespective of the Acquisition and following the terms of the Disposal approved by Shareholders at the General Meeting on 18 August 2023, every holder of an Ordinary Share as at 6.00 p.m. on 5 September 2023 is entitled to receive one bonus preference share in Pathfinder Battery Commodities Ltd, a special purpose wholly owned subsidiary of Pathfinder (the “**New Preference Share**”). The New Preference Share shall entitle the holder thereof to receive, subject to the Act, a preferential dividend equal to the net proceeds received from the damages award that Pathfinder may receive following the date upon which the Preference Amount is determined. Further information concerning, *inter alia*, the New Preference Shares is outlined in the Company’s announcements of 16 August 2023 and 1 September 2023.

### **3. Background to and reasons for the Acquisition**

The Existing Directors (which includes Mark Gasson who is also a director of Rome Resources) believe Rome Resources to be a strong acquisition opportunity for the following reasons:

- **Exploration potential:** Rome Resources has identified three prospective areas located in the Projects with high-grade tin in soil anomalies identified.
- **Proximity to world class resource:** Alphamin’s Mpama North mine, located 8km away from the Projects, is reported by the Edison Group in 2023 as the world’s highest-grade tin mine, producing 4 per cent. of the world’s tin from analogous geology to the Projects.
- **Exploration team:** Rome Resources’ exploration team discovered Alphamin’s tin resources.
- **Defined roadmap to resource definition:** Immediate near-term drilling is anticipated to advance the Projects from the outset.
- **The current global price of tin is 37 per cent. higher than the lowest price during the last 12 months:** The demand for tin has been influenced by a number of factors including but not limited to: (i) the energy transition; (ii) disruptions to countries that have traditionally contributed to the global market share of tin production; and (iii) growth of the global artificial intelligence (AI) sector which is expected to contribute to an increase in demand in electronics and electrification.

#### 4. Information on Rome Resources Ltd

##### Overview

Rome Resources is a Canada-based early-stage resource exploration company which is listed on the TSX-V under the trading symbol “RMR”.

Rome Resources holds exploration rights in respect of the Projects. The Projects comprises two contiguous properties located in the Walikale district of the North Kivu province in the eastern DRC totalling approximately 38.42 km<sup>2</sup>, offering exposure predominantly to tin as well as secondary exposure to copper, zinc, lead and silver.

Rome Resources’ first interest is an indirect 51 per cent. beneficial interest in PR15130, which is currently 100 per cent. directly legally owned by Palm Constellation (the Bisie North-East Project). Rome Resources’ second interest is an indirect 51.5 per cent. beneficial interest in PEPM13274 which is currently directly 100 per cent. legally held by Investissement et Développement Immobiliers SARL (the Bisie North Project). Further details of this structure are set out later in this section of the document.

Rome Resources’ main focus is to advance the Projects through a targeted exploration programme with a view to early mineral resource definition followed by potentially securing joint venture funding and/or a trade sale. The existing directors and senior management of Rome Resources have substantial experience and knowledge of acquiring, exploring and developing significant value in exploration assets and in particular, knowledge of the requirements of operating successfully in the DRC.

**It is emphasised that the Projects are early-stage and the current scope of work permitted in respect of the Projects is limited in nature. In addition, as at the date of this document, the Projects have not been sufficiently appraised in order to provide any proved or probable mineral reserves nor any measured, indicated or inferred mineral resources. The potential effects on the Enlarged Group in the event that the Projects remain in their current form are outlined in the Risk Factors in Part II of this document.**

Table 1: Summary table of Rome Resources’ assets

Asset	Holder	Interest (%)	Status	Licence Expiry Date	Licence Area (km <sup>2</sup> )	Comment
PEPM13274, the DRC	Investissement Et Developpement Immobiliers SARL (IDI)	51.5%*	Exploration	17/07/2028	30.74	Drillhole sample grades obtained in 2023
PR15130, the DRC	Palm Constellation SARL (PALM)	51%**	Exploration	14/12/2026	7.69	Drillhole sample grades obtained in 2023

\* Rome Resources’ interest is an indirect 51.5 per cent. beneficial interest in PEPM13274 which is currently directly 100 per cent. legally held by Investissement et Développement Immobiliers SARL.

\*\* Rome Resources’ interest is an indirect 51 per cent. beneficial interest in PR15130, which is currently 100 per cent. directly legally owned by Palm Constellation.

##### Tin industry overview

According to the United State Geological Survey, tin is one of the earliest metals known to humanity. In this respect, tin is reported to be found in aspects of everyday life and is considered to be an important metal in several sectors. While tin has a broad range of applications, Geoscience Australia reported that the largest use of tin today is as solder in almost all electronic applications. In this respect, in April 2024 Bloomberg reported that consumption of solder has been boosted by the growth of the global artificial intelligence (AI) sector which is expected to contribute to an increase in demand in electronics and electrification. More traditional prominent applications of tin include tinfoil for canned foods and drinks, a component of bronze, as well as pottery and glass making.

The International Tin Association reported in 2024 that global refined tin production is estimated to have reached 370,100 tonnes in 2023. In terms of geographical footprint the International Tin Association has separately reported that the largest producer of tin is China. This is followed by Indonesia, Myanmar, Thailand and the South America region (comprising predominantly Bolivia, Brazil and Peru).

Recent commentary on the tin market indicates a consensus of commentators who believe that there will be a medium to long term pressure on tin supply. As a result, as reported by the Oregon Group in April 2024, tin supply is expected to remain tight over the next decade. China, Myanmar, Indonesia and Peru, the world's major producers of tin resources, are under severe pressure and are delaying exports. Most notably, in January 2024 it was reported by the news agency Reuters that stock of tin in China is falling with imports rising and in turn it was suggested that domestic output is not matching demand.

The demand for tin has been further influenced by the energy transition. Wood Mackenzie, the global provider of data and analytics, reported that the energy transition is the biggest long-term demand driver for tin. McKinsey & Company expects the shift towards a low-carbon economy to be materials-intensive. For example, it is reported that there is three times the amount of tin in an electric vehicle compared to a conventional vehicle.

More broadly, the importance of tin is reinforced by the fact that tin is classified as a critical mineral in the United States. This is due to the United States reliance on a small number of suppliers, including China.

Recent developments in the tin industry include a seemingly unlikely agreement between industry and the British Crown to develop tin resources on Duchy of Cornwall land, pointing to the growing social acceptability of mining for tin.

### **Formation of tin**

Cassiterite ( $\text{SnO}_2$ ) is the principal source of tin metal. However, small amounts of tin are also recovered from complex sulfides such as stannite, cylindrite, franckeite, canfieldite and teallite.

The occurrence of tin can be broadly isolated into two categories, namely primary and secondary deposits. Primary deposits represent ore deposits directly and are typically associated with granite intrusive rocks which form when magma bodies solidify beneath the earth's surface. In contrast, secondary deposits are the product of weathering and erosion of primary deposits and in essence secondary tin deposits can be found in surface sediments. It is reported by the United State Geological Survey that most of the world's tin is produced from secondary deposits.

### **Tin market dynamics**

Currently, 97 per cent. of the world's tin supply comes from developing economies, and approximately 40 per cent. of it comes from artisanal and small-scale miners, making the industry highly unsustainable. Moreover, most of the world's tin is obtained through alluvial mining, which is detrimental to the environment. Rome Resources' asset is not an alluvial mining project.

Since 1985, only four new tin mines have been placed into production, and there are currently only a few operating and sustainable projects. This situation, combined with the fact that leading tin-producing nations have exhausted their near-surface high-grade tin deposits, and their mines are getting deeper, lower grade, and more expensive, has led to a depleted supply chain. The London Metal Exchange and the Shanghai Metals Market are experiencing historically low levels of tin supply, and deficits are expected to persist in the foreseeable future.

With China being the world's largest tin producer and consumer of tin, the region accounted for approximately 30 per cent. of the global tin supply and 47 per cent. of global tin consumption in 2022. Despite this large market position, China's tin production has consistently declined over the past 15 years along with the global tin reserves. According to the United State Geological Survey' projections, this trend is expected to continue, and the supply deficit is expected to worsen beyond 2030. Similarly, disruptions in Indonesia, Myanmar and the Democratic Republic of Congo have contributed to the reduction of tin supply.

The above disruptions contributed to a rally in tin prices in the early part of 2024, with the S&P Global reporting benchmark tin 3-month contracts prices reaching record highs in 2024.



Looking more closely to the future, Roskill Commodity Research (now part of Wood Mackenzie) forecasts indicate that total market demand for refined tin will exceed 515,000 tons by 2030. Most of the increased demand is anticipated to be from electronic and industrial solder requirements (40 per cent.) and lithium-ion batteries (9 per cent.).

Demand increase in tin is anticipated to require substantial amounts of new refined tin and additional tin sources. With refined tin production well under capacity, it is considered that the mine supply constraint is the bottleneck in the tin market.

Over the outlook period to 2030, refined tin supply is largely expected to ramp up to meet demand. This is especially considering the anticipated impact of the increasing use of lithium-ion batteries toward the latter stages of the decade noting that electric vehicles sales are set to reach 50 per cent. of new car sales by 2030.

## **Background to the DRC and its mining sector**

### *General*

The DRC is located in central Africa and is reported to be about the size of western Europe. As the second largest country on the continent, the DRC is considered to be rich in natural resources, including minerals such as gold, cobalt and copper, hydropower potential, significant arable land, immense biodiversity, and the world's second-largest rainforest.

The World Bank reported that real GDP growth in the DRC remained robust at 7.8 per cent. in 2023 (2022: 8.9 per cent.) and was supported by a strong mining sector which contributed to 70 per cent. of the DRC's overall growth in 2023. The World Bank further reported that GDP growth is expected to be moderate in 2024 at 6 per cent. and is anticipated to stabilise to around 5.8 per cent. over 2025 to 2026, driven by the mining sector.

Notwithstanding the above GDP growth, most people in the DRC have not benefited from this growth. In this regard, the DRC is reported to be among the five poorest nations in the world. An estimated 74.6 per cent. of Congolese people lived on less than US\$2.15 a day in 2023. It is further estimated that about one out of six people living in extreme poverty in sub-Saharan Africa live in the DRC.

The DRC concluded general elections in December 2023. This led to a second 5-year term for incumbent President Felix Tshisekedi. It was reported that an agreement was reached on forming a government on 29 May 2024, reaching political consensus, increasing the presence and credibility of the state, including through improved governance, and advancing structural reforms are key to maintaining stability and peace, attracting investments, and creating jobs.

### *Security*

The DRC has for decades been riven by war. Armed rebels are reported to have also been active for decades across the eastern part of the DRC. The environment around the city of Goma consists of a patchwork of small areas controlled by armed groups, ranging from the Rwanda-backed March 23 Movement (M23) group to local gangsters driven primarily by financial motives. The Southern African Development Community force was deployed in December 2023 to support the Government of the DRC to restore peace and security in the eastern part of the DRC. Following the formation of a new government in the DRC in late May 2024, it is anticipated forces in the region will be strengthened.

The Projects area lies approximately 155km from Goma and is therefore sufficiently far away from any fighting. The distance is amplified by the lack of local infrastructure such as metalled roads. As a precaution Rome Resources has decided to relocate its base for support operations to Bukavu, which is located approximately 100km south of Goma. From there aerial flight lines to the Projects avoid any current or anticipated future rebel activity. With this in mind, there has been no reported incidents close to the Projects area. Rome Resources has diligently been monitoring the security situation around Goma in collaboration with the helicopter operators in order to react to any change in circumstances.

The Alphamin Mpama North mine is situated 8km to the south of the Bisie North Project. This mine has been operating since 2019 with no reported security issues either prior to or following the commencement of tin production.

### *Mining Sector*

Mining represents a critical sector for the development of the DRC and has long been the backbone of the region's economic activity. In this regard, the mining sector has dominated the Congolese economy for over 100 years. This domination is unsurprising, given that the DRC is rich in minerals.

The DRC possesses the world's largest reserves of cobalt, with the Katanga Copper Belt's cobalt reserves totalling 5 million tonnes. The United State International Trade Administration reported that the DRC was the fourth largest producer of industrial diamonds in 2022 with a production of 4.3 million carats of diamond. Similarly, in March 2024 the news agency Reuters reported that the DRC was the world's second largest producer of copper in 2024, surpassed only by Chile. Other significant mineral resources in the DRC include gold, lithium, tin, tantalum and tungsten.

The Congolese mining code was enacted by the Congolese congress in 2002, replacing outdated mining legislation. This resulted in both an increase in foreign direct investments and a steady increase in copper production in the years prior to the global financial crisis of 2008. Despite the global financial crisis of 2008, more than 1 million tonnes of copper were transported in 2014, up from 9,000 tonnes in 2003, the year a peace agreement officially ended the civil war.

The Congolese mining code was substantially amended in March 2018. Despite reinforcing local content requirements and reducing tax incentives, the DRC's mining sector continues to grow. In 2022 it was reported that the mining sector remained the main driver of growth with a mining output growth of 22.6 per cent.

### **Background and history of Rome Resources**

Rome Resources was incorporated in British Columbia, Canada, on 11 April 1990, continued into Yukon on 27 August 2001 and continued back into British Columbia on 25 August 2005. Since incorporation, Rome Resources' core activities have been concentrated within the business of mineral exploration. Prior to focusing on the Projects, Rome Resources held mineral interests across central-western Argentina and Mexico.

The common shares of Rome Resources traded on Tier 2 of the TSX-V until 11 February 2016 when the Rome Resources' listing was transferred to NEX, which is a board of the TSX-V, as a result of not having maintained the requirements for a TSX-V Tier 2 company. On 1 April 2016, the British Columbia Securities Commission issued a cease trade order against Rome Resources due to Rome Resources' omission to file annual audited financial statements for the year ended 30 September 2015, interim financial report for the financial period ended 31 December 2015 and a form 51-102F1 management's discussion and analysis for the periods ended 30 September 2015 and 31 December 2015. Consequently, on 4 April 2016 trading in the common shares of Rome Resources was suspended on NEX.

The business' mineral interests in Argentina and Mexico were eventually forfeited due to non-payment of maintenance fees due to being a dormant company. As part of Rome Resources' reactivation strategy, Rome Resources raised approximately CA\$840,000 which was announced 26 May 2022. On 22 November 2022, Rome Shares eventually was reinstated for trading on the TSX-V as a Tier 2 issuer.

On 24 May 2022, Rome Resources announced, *inter alia*, that it had reached an agreement in principle to acquire majority interests in what is now known as the Bisie North Project. On 22 August 2022, Rome Resources subsequently announced that on 15 August 2022 it finalised definitive option agreements to acquire majority interests in two properties situated in the Walikale district of the North Kivu province in the eastern DRC. The two contiguous properties are referred to collectively as the "Projects".

As at the date of this document, Rome Resources is a reporting issuer in the provinces of Alberta and British Columbia, each in Canada.

## **The Projects**

The Projects are interpreted as a base-metals bearing vein systems adjacent to an underlying granite from which the mineralising fluids are thought to have originated. The cassiterite (a tin oxide) and base metal sulphide mineralisation (including copper, zinc, lead and silver) is hosted within a variety of micaceous schists, which are heavily chloritised within and immediately adjacent to the mineralised zones.

The Projects exploration area lies just 8km northwest of the Mpama North tin mine which is owned by Alphamin and was reported by the Edison Group in 2023 to be the highest grade tin mine in the world. Furthermore, the Mpama North tin mine was responsible for producing 4 per cent. of the world's mined tin supply and Alphamin has reported plans to ramp up production to 7 per cent. of tin supply once their Mpama South deposit comes onstream.

Rome Resources has identified three prospective areas located within the Projects to date: Mont Agoma, Mont Agoma Northwest and Kalayi. Historical artisanal workings for cassiterite occur at Mont Agoma Northwest and small-scale artisanal mining, also for cassiterite, is underway in the Kalayi area (Kalayi Boeing). The Mont Agoma mineralisation is polymetallic with extensive zones of copper, zinc and minor lead-sulphide, silver and tin mineralisation. However, no previous mining is known to have occurred at Mont Agoma.

In terms of exploration, two soil sampling programmes were conducted by Rome Resources in 2021 and 2022 to identify and delineate tin and base metal anomalies. A high-grade tin in soil anomaly (above 80 ppm tin) of 800 metres strike was delineated at Kalayi, with anomalous tin (above 40 ppm tin) occurring over approximately 2,000 metres. At Mont Agoma, a high grade tin in soil anomaly was identified over 1,000 metres in strike within which tin in soil grades reach values of >500 ppm tin over approximately 400 metres. Both anomalies were followed up by diamond core drilling.

A total of 24 diamond drillholes were drilled by Rome Resources at the Projects: eighteen at the Mont Agoma prospect; four at the Kalayi prospect; and two at the Mont Agoma Northwest target. Three of the drillholes collared at Mont Agoma were abandoned at depths of less than 50 metres and were redrilled for a total of 15 completed holes. The drilling is preliminary in nature aimed at investigating the mineralisation beneath the artisanal workings or under the extensive geochemical anomaly at Mont Agoma.

At Kalayi, a single line of four drillholes was completed, aimed at investigating mineralisation below artisanal workings. Two of the holes intersected significant tin (cassiterite) mineralisation associated with silicification in narrow shear zones.

Extensive massive and semi-massive base metal sulphide zones were intersected in the majority of the drillholes at Mont Agoma, together with significant tin in cassiterite intercepts within or proximal to the sulphide zones.

No significant mineralisation was intersected in either of the two holes drilled at Mont Agoma Northwest.

A Competent Person's Report prepared by MSA Group (Pty) Ltd, set out in Part IV of this document, has concluded that the properties have been acquired on the basis of sound technical merit and that the properties are sufficiently prospective, subject to varying degrees of exploration risk, to warrant further resource development.

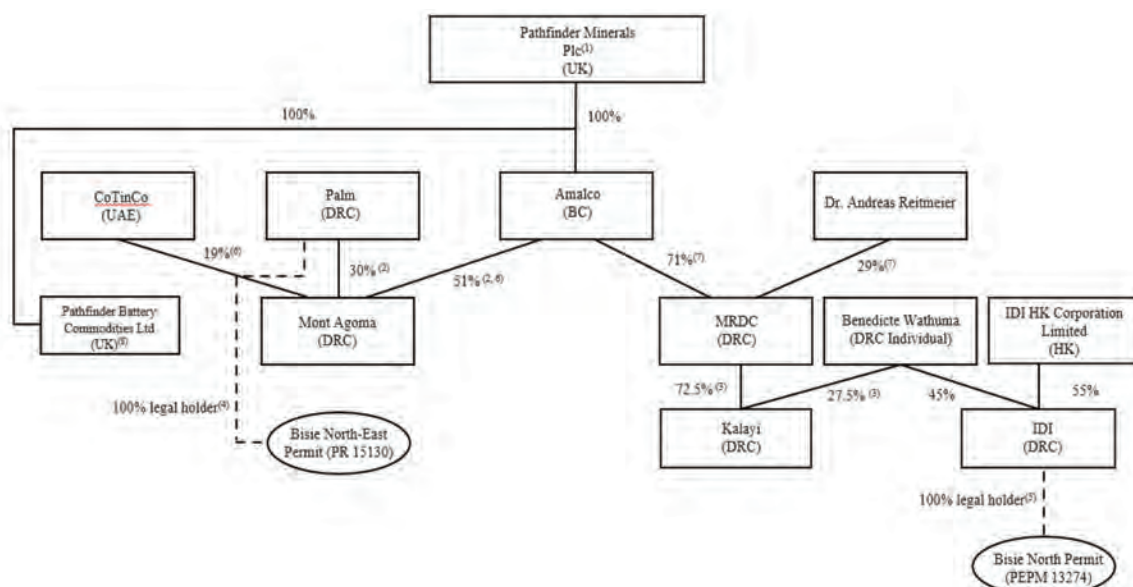
Further details of the Enlarged Group's Projects can be found in section 1 of the Competent Person's Report which is outlined in Part IV of this document.



## Projects ownership

On Admission, the Enlarged Group's corporate structure and associated interests in the Projects is anticipated to be as outlined in table 2.

Table 2: Corporate structure of the Enlarged Group on Admission



- (1) To be re-named Rome Resources Plc on Admission.
- (2) The Enlarged Group's interest may increase, and Palm's interest correspondingly decrease, by 15 per cent. pursuant to the terms of the Palm 15 per cent. Option Agreement (otherwise known as the Palm Term Sheet) and the Palm Assignment and Assumption Agreement.
- (3) Pursuant to the MRDC JV Agreement and the MRDC Shareholders' Agreement Term Sheet (required by Pathfinder to be entered into as a condition precedent to completion of the Arrangement Agreement) MRDC's interest may increase, and Benedicte Wathuma's correspondingly decrease, by 7.5 per cent.
- (4) Transfer of PR15130 from Palm to Mont Agoma SARL is pending; until such transfer, Palm is the legal holder of PR15130.
- (5) Transfer of PEPM13274 from IDI to Kalayi Tin SARL is pending; until such transfer, IDI is the legal holder of PEPM13274.
- (6) Pursuant to the Mont Agoma 9 per cent. Option Agreement (otherwise known as the Mont Agoma Term Sheet), Amalco and Pathfinder have the option of purchasing an additional 9 per cent. interest in Mont Agoma SARL from CoTinCo.
- (7) Pursuant to the MRDC 19 per cent. Option Agreement (otherwise known as the MRDC Term Sheet), Amalco and Pathfinder have the option of purchasing an additional 19 per cent. interest in MRDC from Dr. Andreas Reitmeier.
- (8) Dormant company.

A breakdown of Rome Resources' current ownership interests in the Projects is outlined below.

### PEPM13274 – Kalayi

- Overview

PR13274 (*Permit de Recherches* (mineral exploration permit)) was converted to PEPM13274, *Permis d'Exploitation des Petites Mines* (a small scale exploitation permit) on 18 July 2023. PEPM13274 is made up of 36 cadastral squares (*carrés*) forming a polygon with six corner points and a total surface area of 30.74 km<sup>2</sup>. The permit was granted to *Investissement Et Developpement Immobiliers SARL* on 18 July 2023 for a period of five years. Further details in relation to PEPM13274 can be found in section 4.2.1 of the Competent Person's Report which is outlined in Part IV of this document.

- Ownership

As at the date of this document, Rome Resources holds a direct 71 per cent. legal interest in MRDC, that in-turn holds an indirect 72.5 per cent. beneficial interest in PEPM13274 pursuant to a contractual joint venture agreement entered into between MRDC and IDI dated 11 January 2022, as amended, further details of which are set out in paragraph 12.10(a) of Part IX of this document. PEPM13274 is directly 100 per cent. legally held by IDI. As a result, Rome Resources' ultimate interest in PEPM13274 is an indirect beneficial 51.5 per cent.

- Conditions to continued operations  
IDI, as the PEPM13274 permit holder, must apply for a commencement of work certificate that is required to be issued before 4 August 2024 to guarantee continuation of the permit, which the Placing and Admission will facilitate. Notwithstanding this requirement, IDI is not in breach of any of the terms of PEPM13274 nor of any of any matter that can cause the revocation or forfeiture of PEPM13274 as listed in the DRC Mining Code and no additional conditions in respect of PEPM13274 have been imposed.

#### *PR15130 – Mont Agoma*

- Overview  
PR15130 (*Permis de Recherches* (mineral exploration permit)) is made up of 9 *carrés* forming a square shaped polygon with four corner points and a total surface area of 7.69 km<sup>2</sup>. PR15130 is located immediately adjacent to the northeastern *carrés* of PEPM13274 and together the permits form a contiguous rectangle. The permit was granted to Palm on 15 December 2021 for a period of five years. Further details in relation to PR15130 can be found in section 4.2.2 of the Competent Person's Report which is outlined in Part IV of this document.
- Ownership  
As at the date of this document, Rome Resources holds an indirect 51 per cent. beneficial interest in PR15130, which is currently 100 per cent. directly legally owned by Palm. Rome Resources' indirect 51 per cent. beneficial interest was acquired from CoTin pursuant to the terms of an option agreement entered into between Rome Resources and CoTin dated 15 August 2022, as amended, pursuant to which Rome Resources exercised its option to acquire 51 per cent. of CoTin's indirect 70 per cent. beneficial interest in PR15130, reducing CoTin's indirect beneficial interest to 19 per cent. Further details of the CoTin Option Agreement are set out in paragraph 12.12(b) of Part IX of this document. CoTin acquired its initial indirect 70 per cent. beneficial interest in PR15130 pursuant to a contractual joint venture agreement entered into between CoTin and Palm dated 11 February 2022, further details of which are set out in paragraph 12.12(a) of Part IX of this document.
- Conditions to continued operations  
As at the date of this document, Palm is not in breach of any of the terms of PR15130 nor of any of any matter that can cause the revocation or forfeiture of PR15130 as listed in the DRC Mining Code and no additional conditions in respect of PR15130 have been imposed.

#### **Proposed restructuring of the Projects**

As at the date of this document, IDI and Palm, being the 100 per cent. legal holders of PEPM13274 and PR15130 respectively, are in the process of transferring their 100 per cent. legal interests in the licences to Kalayi Tin SARL and Mont Agoma SARL, respectively.

Kalayi Tin SARL is a limited liability company incorporated in the DRC that was established by MRDC and IDI for the purposes of being the entity to which IDI agreed to transfer its 100 per cent. legal interest in PEPM13274 (the Bisie North Project), pursuant to the terms of the MRDC JV Agreement. Kalayi Tin SARL is held 72.5 per cent. by MRDC, with the remaining 27.5 per cent. being held by DRC national Mr Wathuma, satisfying the requirement for a minimum of 25 per cent. Congolese ownership in the permit. Following completion of the transfer of PEPM13274 from IDI to Kalayi Tin SARL, Rome Resources will continue to hold an indirect 51.5 per cent. interest in PEPM13274, through its direct 71 per cent. shareholding in MRDC.

Mont Agoma SARL is a limited liability company incorporated in the DRC that was established by CoTin and Palm for the purposes of being the entity to which Palm agreed to transfer its 100 per cent. legal interest in PR15130 (the Bisie North-East Project), pursuant to the terms of the CoTin JV Agreement. Mont Agoma SARL is held 19 per cent. by CoTin, 30 per cent. by Palm and 51 per cent. by Rome Resources. Following completion of the transfer of PR15130 from Palm to Mont Agoma SARL, Rome Resources will hold a direct 51 per cent. interest in PR15130.

IDI has executed a transfer agreement with Kalayi Tin SARL for the transfer of PEPM13274 to Kalayi Tin SARL, and Palm has executed a transfer agreement with Mont Agoma SARL for the transfer of PR15130 to Mont Agoma SARL. Transfer applications in respect of each such transfer have been registered with the DRC Mining Cadastre. The DRC Minister of Mines has also been provided with the following in respect of each such transfer application:

- an opinion on the technical investigation conducted by the Directorate of Mines;
- an opinion on the environmental investigation conducted by the DRC agency responsible for protecting the environment; and
- a favourable opinion from the DRC Mining Cadastre.

The transfer applications together with the above documents remain subject to review and either approval or refusal by the DRC Minister of Mines. If the transfers are approved, the DRC Mining Cadastre will register the transfers after payment of a registration tax amounting to 1 per cent. of the respective transfer price. As at the date of this document, Kalayi Tin SARL and Mont Agoma SARL are responsible for paying the registration taxes in relation to PEPM13274 and PR15130 respectively.

**The timing of the receipt of the outstanding DRC Minister of Mines approval in relation to the proposed restructuring of the Projects remains outside of Rome Resources' and Pathfinder Minerals' control. Admission is not conditional on completion of the proposed restructuring and transfer of permits. In addition, there can be no certainty that the proposed restructuring of the ownership interests in the Projects will complete or complete on the terms outlined above.**

**Accordingly, until completion of the proposed restructuring and transfer of permits occurs, the Enlarged Group will be afforded limited protections in circumstances including, but not limited to; (i) where the joint venture agreements governing the Enlarged Group's beneficial interest in either PEPM13274 and PR15130 is terminated; (ii) where the current legal owners of the Projects (Palm Constellation SARL and Investissement et Développement Immobiliers SARL) become insolvent; or (iii) where either PR15130 or PEPM13274 is expropriated.**

Rome Resources and MRDC also hold options and rights to further increase their ownership interests in the Projects.

In respect of PEPM13274 (the Bisie North Project):

- pursuant to the MRDC JV Agreement and the MRDC Shareholders' Agreement Term Sheet (further details of which are set out in paragraphs 12.11(a) and 12.11(d) of Part IX of this document), at any time within three years of 11 January 2022, MRDC may elect to acquire from Mr Wathuma 7.5 per cent. of his interest in Kalayi Tin SARL for a total of US\$2,000,000 payable within 30 days of giving such notice. After the exercise of such an election, Mr Wathuma's interest in Kalayi Tin SARL will decrease from 27.5 per cent. to 20 per cent. and MRDC's increase will increase from 72.5 per cent. to 80 per cent., therefore increasing Rome Resources' indirect 51.5 per cent. interest in PEPM13274 through its shareholding in MRDC to 56.8 per cent. (or 72 per cent. if Rome Resources has exercised its option under the MRDC 19 per cent. Option Agreement referred immediately below); and
- pursuant to the MRDC 19 per cent. Option Agreement (further details of which are set out in paragraph 12.11(c) of Part IX of this document), Rome Resources has an agreement with Reitmeier and MRDC to acquire a further 19 per cent. interest in MRDC from Reitmeier. Following completion of such acquisition, Reitmeier's interest in MRDC will decrease from 29 per cent. to 10 per cent. and Rome Resources' interest in MRDC will increase from 71 per cent. to 90 per cent., therefore increasing Rome Resources' indirect 51.5 per cent. interest in PEPM13274 through its shareholding in MRDC to 65.25 per cent. (or 72 per cent. if MRDC has exercised its option under the MRDC JV Agreement and the MRDC Shareholders' Agreement Term Sheet referred immediately above).

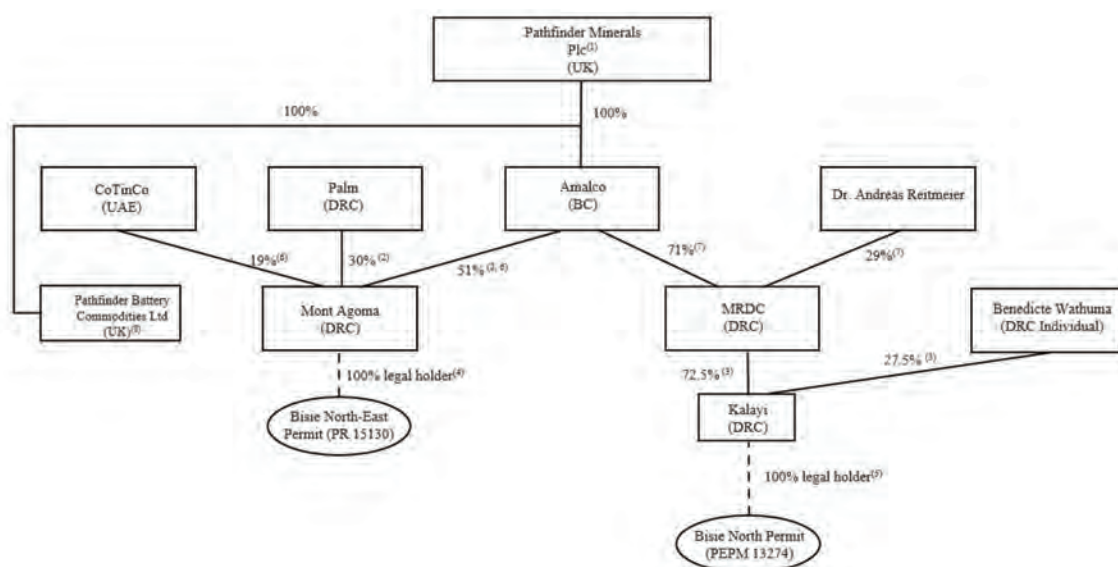
In respect of PR15130 (the Bisie North-East Project):

- pursuant to the Palm 15 per cent. Option Agreement and the Palm Assignment and Assumption Agreement (further details of which are set out in paragraphs 12.12(c) and 12.12(d) of Part IX of this document), Rome Resources (or the Company, if it exercises its rights under the assignment and assumption agreement) has an agreement with Palm to acquire a further 15 per cent. interest in Mont Agoma SARL. Following completion of such acquisition and completion of the transfer of

PR15130 to Mont Agoma SARL, Palm's interest in Mont Agoma SARL and therefore PR15130, will decrease from 30 per cent. to 15 per cent. CoTin's interest will remain at 19 per cent. and Rome Resources interest will increase from 51 per cent. to 66 per cent. (or 75 per cent. if Rome Resources has exercised its option under the Mont Agoma 9 per cent. Option Agreement referred immediately below); and

- pursuant to the Mont Agoma 9 per cent. Option Agreement (further details of which are set out in paragraph 12.12(e) of Part IX of this document), Rome Resources has an agreement with CoTin, Mont Agoma SARL and the Company to acquire a further 9 per cent. interest in Mont Agoma SARL from CoTin. Following completion of such acquisition, CoTin's interest in Mont Agoma SARL will decrease from 19 per cent. to 10 per cent. and Rome Resources' interest in Mont Agoma SARL and therefore PR15130, will increase from 51 per cent. to 60 per cent. (or 75 per cent. if Rome Resources has exercised the Palm Option under the Palm 15 per cent. Option Agreement and the Palm Assignment and Assumption Agreement referred immediately above).

Table 3: Corporate structure of the Enlarged Group following the proposed restructuring\*



(1) To be re-named Rome Resources Plc on Admission.

(2) The Enlarged Group's interest may increase, and Palm's interest correspondingly decrease, by 15 per cent. pursuant to the terms of the Palm 15 per cent. Option Agreement (otherwise known as the Palm Term Sheet) and the Palm Assignment and Assumption Agreement.

(3) Pursuant to the MRDC JV Agreement and the MRDC Shareholders' Agreement (required by Pathfinder to be entered into as a condition precedent to completion of the Arrangement) MRDC's interest may increase, and Benedicte Wathuma's correspondingly decrease, by 7.5 per cent.

(4) Following the transfer of PR15130 from Palm to Mont Agoma SARL until such transfer, Palm is the legal holder of PR15130.

(5) Following the transfer of PEPM13274 from IDI to Kalayi Tin SARL; until such transfer, IDI is the legal holder of PEPM13274.

(6) Pursuant to the Mont Agoma 9 per cent. Option Agreement (otherwise known as the Mont Agoma Term Sheet) (assuming it is effective), Amalco and Pathfinder have the option of purchasing an additional 9 per cent. interest in Mont Agoma from CoTinCo.

(7) Pursuant to the MRDC 19 per cent. Option Agreement (otherwise known as the MRDC Term Sheet) (assuming it is effective), Amalco and Pathfinder have the option of purchasing an additional 19 per cent. interest in MRDC from Dr. Andreas Reitmeier.

(8) Dormant company.

\* Prior to the exercise of the Palm 15 per cent. Option Agreement, Mont Agoma 9 per cent. Option Agreement and the MRDC 19 per cent. Option Agreement.

## Business model and operations

### Business model

As an early-stage resource exploration company, Rome Resources' core business model is to identify, scope and execute mineral resource drilling programmes, with a concentration in previously identified polymetallic and "tin in soil" anomalies. With this core strategy in mind, in the short to medium term Rome Resources intends to develop its flagship Projects up to a pre-feasibility/feasibility level. Upon reaching these milestones, Rome Resources intends to generate revenues through exploring trade sales of the Projects to larger and more mature operators.

In delineating the resource, the Directors believe this would create a compelling value proposition for existing or aspiring tin producers to acquire the Projects or the vehicle holding the Projects as well for investors to support further development. The Directors believe that the location of the Projects, 8km from tin ore processing and export infrastructure, significantly reduces the capital requirements to first production and the abundant local workforce will enable operating costs to be very competitive.

In addition to exploring potential trade sales, Rome Resources intends to also retain the flexibility to potentially further developing the Projects to production by introducing a fit for purpose mine development team to the business who would develop the asset to first revenue. Any such strategy is likely to be in conjunction with a joint venture partner and involve an offtake agreement with industry participants.

### *Operations*

Rome Resources' registered office and headquarters is currently located in Canada. The majority of Rome Resources' operations is concentrated in the North Kivu province of the DRC. In this respect, Rome Resources has established an exploration camp within the vicinity of the Projects. This comprises tented accommodation, wooden offices, kitchen, stores and ablution facilities, a helicopter pad, a satellite communication dish, water reticulation, power generation and drillhole core storage and sample processing facilities. The exploration camp has the capacity to cater for up to 50 people, with the potential for further expansion, subject to incurring minimal construction costs.

As a result of the remote location of the Projects, access to the surrounding site is currently restricted due to the limited local infrastructure. Consequentially, Rome Resources currently contracts the services of a helicopter company out of South Africa to maintain access to the Projects site. The Projects are located approximately 8km from infrastructure constructed and put in place by Alphamin and can be further upgraded at minimum costs utilising local contractors, if needed.

### ***Proposed exploration programme***

Rome Resources has a planned exploration drilling programme and budget to be carried out upon acquisition by Pathfinder. A total of 16 diamond drillholes are planned at the Kalayi and Mont Agoma prospects: 8 at Kalayi and 8 at Mont Agoma for a total of 2,700 m.

The first phase of 12 diamond drill holes (1,360 m) at Kalayi are planned to result in a grid of approximately 100 m along strike and 50 m down dip to cover approximately 600 m of more than 80 ppm tin in soil anomaly. The second phase of 8 diamond drill holes (1,885 m) at Mont Agoma are planned to cover approximately 700 m of the tin in soil anomaly at the same spacing as at Kalayi.

The programme is planned to show continuity of significant tin mineralisation identified at Kalayi over 600 m along strike and is aimed at defining mineralisation continuity consistent with that of an Inferred Mineral Resource. At Mont Agoma significant high-grade copper, zinc, silver and elevated tin mineralisation has been identified over significant widths in previous drilling. The primary aim of the programme is to confirm a mineralised model of vertical zonation, similar to San Rafael in Peru, and to target tin mineralisation at depths of 50 m to 100 m below the current drilling where the interpretation could indicate higher tin grades. Drilling will target the copper, silver, zinc and tin zone with one hole extended to intersect the entire approximately 100 m wide zinc zone every 200 m along strike.

The budgeted cost for the programme (phase one and phase two) is £1,120,000. A third contingent phase of diamond drilling comprised of 6,000 metres at an additional cost of £3,000,000 will be planned on completion of phase one and phase two (as outlined in the table 4 extracted from the Competent Person's Report), subject to favourable results, in order to further define the nature of the mineralisation. For the avoidance of doubt, this third contingent phase of diamond drilling does not form part of the proposed use of the Placing proceeds.



Table 4: Proposed exploration budget for phase one and two

Item	Units	Budget
Diamond drilling	GBP	305,000
Assaying and Reporting	GBP	34,000
Site Transport	GBP	443,000
Local costs	GBP	293,000
Head Office Costs	GBP	45,000
<b>Total</b>	GBP	1,120,000

Further details of the Enlarged Group's planned exploration programme can be found in section 26.1 of the Competent Person's Report which is outlined in Part IV of this document.

#### Indicative timetable

The first phase of drilling is anticipated to commence shortly after Admission. In this regard, three drill rigs with an optional fourth will be active throughout the summer months. It is anticipated that the drilling programme will be completed by the early part of the fourth quarter 2024 and the analysis, including delineation of any resources by a competent person, will occur before the end of 2024. The Directors anticipate that the Enlarged Group will be in a position to decide on the next steps for the Projects in early 2025.

#### Competition

The Directors believe that there are no known competitors active in the region. It is understood that Alphamin, a local operator in the region, is a mining company focused on production rather than early-stage exploration. The Directors believe that the only other potential ground owners are small scale artisanal miners in the area who generally operate illegally and opportunistic Congolese entrepreneurs with no mining or exploration experience who acquire licences with the aim of entering into joint ventures with established exploration companies, such as that of the Enlarged Group.

Furthermore, the UK government's guidance on overseas business risks for the DRC reports that the DRC has one of the most difficult business environments in the world. The Directors believe that this contributes to the reduced number of foreign junior exploration companies operating in the DRC. With this in mind, the Directors further believe that the Enlarged Group is positioned well to operate in the DRC noting that certain members of Rome Resources have successfully operated in the region in the past.

#### Competent Person's Report

Set out in Part IV of this document is the CPR prepared by MSA Group (Pty) Ltd as required by the AIM Rules and prospective investors are advised to read this section in full for an independent assessment of the Projects' mineral potential, drilling programme, a description of the property, geology, exploration, taxation and other relevant matters.

## 5. Summary financial information

### Rome Resources

The table below sets out Rome Resources' summary financial information for the last three financial years ended 30 September 2023. The historical information was prepared and audited under IFRS. The summary below has been extracted from the Appendix of this document. **In order to make a proper assessment of the financial performance of Rome Resources' business, prospective investors should read this document as a whole and not rely solely on the key or summarised information in this section.**

	Year ended 30 September 2023 (audited) CA\$	Year ended 30 September 2022 (audited) CA\$	Year ended 30 September 2021 (audited) CA\$
Revenue	–	–	–
Expenses	(547,474)	(849,548)	(15,327)
Loss for the year	(1,453,898)	(698,230)	(15,327)
Basic and diluted loss per share for the year	(0.02)	(0.02)	(0.00)

Unaudited pro-forma financial information is contained in Part VII of this document to illustrate the effect of the Proposals on the Enlarged Group.

Since Rome Resources was reinstated for trading on the TSX-V in November 2022, Rome Resources has principally been financed through equity. In this regard, Rome Resources has raised approximately CA\$4.66 million in equity investment since November 2022.

As an early-stage exploration company, Rome Resources has historically been loss-making. At an operational level, there has been significant cash consumption in order to advance the development of the Projects.

### **Pathfinder**

The audited annual reports and accounts for the Company for the financial years ending 31 December 2023, 2022 and 2021 are incorporated by reference under the exemption set out in Rule 28 of the AIM Rules. These reports and accounts are available online at the Company's website: [www.pathfinderminerals.com/investor-relations/financial-reports-and-presentations/financial-reports/2023.aspx](http://www.pathfinderminerals.com/investor-relations/financial-reports-and-presentations/financial-reports/2023.aspx).

## **6. Strategy of the Enlarged Group**

On Completion, the Company will own 100 per cent. of Rome Resources and as a result Rome Resources will become the Company's core business. The strategy of the Enlarged Group will be to develop the assets of Rome Resources, namely the two permits comprising the Projects. This development will take the form of a first phase of significant infill drilling of the previously identified tin and associated metal occurrences with a target of delineating a mineral resource for the assets. Subsequently, a decision will be made as to whether to further progress the Projects through feasibility studies or market the assets for potential sale or joint venture partnership. In parallel, long term the New Board intends to evaluate additional assets for inclusion in the business based on a commodity and geographical fit for the business.

The principal place of operations of the Enlarged Group will be the DRC with effect from Admission.

## **7. Current trading and prospects**

### **Pathfinder**

On 8 May 2024, Pathfinder announced its audited financial results for the year ended 31 December 2023 (FY 2023). During this period, Pathfinder generated nil revenue (FY 2022: nil) and a loss before tax of £1,043k (FY 2022: £376k). As at 31 December 2023, Pathfinder held cash and cash equivalents of £1.396 million (31 December 2022: £46k).

### **Rome resources**

#### *Summary of performance in the financial year ended 30 September 2022*

During the financial year ended 30 September 2022 ("**FY 2022**"), Rome Resources generated nil revenue, recorded a gain on the settlement of accounts payable totalling CA\$151,318, incurred property investigation costs of CA\$516,790 and reported a loss before tax of CA\$698,230. As at 30 September 2022, Rome Resources had cash and equivalents of CA\$743,652, and working capital of CA\$587,763. Financing activities during FY 2022 totalled CA\$1,458,586 and consisted of CA\$618,586 received from a private placement financing, and CA\$840,000 received in advance for a financing completed in FY 2023.

Exploration by Rome Resources during FY 2022 was limited to soil sampling on both PR13274 and PR15130. In this regard, all samples were submitted to ALS Limited, a global leader in providing laboratory testing, inspection, certification and verification solutions, in Johannesburg, South Africa for analysis. Two highly significant soil anomalies, Kalayi and Mont Agoma, with a combined strike length of 3-4 km were identified as priority targets. Additional low-level anomalies were also identified for future follow up. Rome Resources also commenced with camp construction and drill pad preparation during this period.

#### *Summary of performance in the financial year ended 30 September 2023*

During the financial year ended 30 September 2023 ("**FY 2023**"), Rome Resources generated nil revenue, recorded a gain on the settlement of accounts payable totalling CA\$10,345, incurred stock-based

compensation expense of CA\$912,013 for options granted to directors and officers and reported a loss before tax of CA\$1,453,898. As at 30 September 2023, Rome Resources had cash and equivalents of CA\$87,687, and negative working capital of CA\$850,549. Financing activities during FY2023 totalled CA\$3,295,467, comprising CA\$3,894,923 received from private placements that closed during the financial year less CA\$840,000 received in the prior financial year, plus CA\$240,544 received in loans.

During FY 2023, Rome Resources received regulatory approval to enter into two option agreements to acquire majority interests in two contiguous properties referred to collectively as the Projects. Investing activities during FY 2023 were CA\$3,956,106 comprising CA\$2,143,299 in exploration and evaluation costs and CA\$1,812,807 for the acquisition of an associated company.

At an operational level, diamond drill rigs were mobilised in December 2022 and Rome Resources commenced drilling around the end of 2022. Drilling continued on both tenements up until July 2023. Four diamond drill holes were drilled at Kalayi and 15 holes were drilled at Mont Agoma. All diamond cores were logged and selected intervals were sampled. All samples were prepared at an accredited Congolese analytical laboratory in Lubumbashi with representative pulps sent to ALS Limited in South Africa for polymetallic analysis. Significant tin mineralisation was identified at Kalayi and a 250 m wide sulphide zone with zinc, copper, silver and tin mineralisation was identified from surface at Mont Agoma and will be followed up at depth and along strike once additional drilling commences. Camp construction continued and all formalities were concluded allowing the company to operate in compliance to DRC law.

#### *Summary of performance to date in the financial year ending 30 September 2024*

For the financial year ending 30 September 2024, activities have so far been limited to infill soil sampling, manual excavation of one trench and camp refurbishment. All samples were analysed using a handheld Niton XRF analyser. Soil sampling defined a 700 m high grade tin in soil anomaly which continues to the north and south of current drilling. A 13 m anomalous tin zone was defined in the single trench.

## **8. Principal terms and financial effect of the Acquisition**

### ***The consideration for the Acquisition***

Under the terms of the Arrangement Agreement, the Company has conditionally agreed to acquire the entire issued share capital of Rome Resources for a consideration to be settled through the issue of 2,351,657,348 new Ordinary Shares to the shareholders of Rome Resources on Admission. Based on the Consideration Price, the Consideration represents a value of approximately £7,054,972.04 or CA\$12,134,551 using an exchange rate of 1.72 GBP:CAD.

The Consideration Shares represents approximately 222 per cent. of the Existing Ordinary Shares and 48.27 per cent. of the Enlarged Share Capital.

Furthermore, under the terms of the Arrangement Agreement, up to 113,332,000 Replacement Warrants and up to 81,091,000 Replacement Options will be made available to security holders of Rome Resources. Further information in relation to the Replacement Warrants and Replacement Options is set out in paragraph 12.8 of Part IX of this document.

The Arrangement Agreement contains representations and warranties given by each of Rome Resources and the Company in favour of the other relating to, among other things, organization and qualification; authority relative to the Arrangement Agreement; required approvals, constating documents and certain agreements and capitalization.

The Arrangement Agreement is conditional upon, *inter alia*; (i) the Resolutions being passed; (ii) at least 66<sup>2</sup>/<sub>3</sub> per cent. of the votes cast by Rome Shareholders having voted in favour of the Arrangement Agreement at a meeting of the shareholders of Rome Resources (the "Rome Meeting"), scheduled to be held on 12 July 2024; or such other date as the Company and Rome Resources may agree (iii) at least a simple majority of the votes cast by shareholders of Rome Resources (excluding the votes of certain "related parties" of Rome entitled to receive a "collateral benefit in connection with the Acquisition), as such terms are defined under applicable Canadian securities laws) having voted in favour of the Arrangement Agreement at the Rome Meeting; (iv) at least a simple majority of the votes cast by shareholders of Rome Resources (excluding the votes of certain "related parties" of Rome) having voted in favour of certain other resolutions proposed for approval at the Rome Meeting; (v) the approval of the Court of British Columbia, Canada; (vi) the receipt of certain regulatory



approvals; (vii) no material adverse effect (as defined in the Arrangement Agreement) having occurred; (viii) the representations of Rome Resources and the Company being true and accurate as at completion; (ix) the satisfaction of certain other closing conditions customary in acquisitions of this nature; and (x) Admission.

A termination fee is payable by the Company to Rome Resources, and vice versa, should certain conditions not be satisfied, including failure to obtain the requisite approvals by shareholders of the Company and Rome Resources, failure by the directors of the Company and Rome Resources to recommend to their shareholders to vote in favour of the Acquisition or a breach of the representations, or, warranties and covenants set out in the Arrangement Agreement. The termination fee is an amount equal to the legal and other professional costs properly incurred in connection with the transactions contemplated by the Arrangement Agreement, subject to a maximum of CA\$500,000.

Further details of the Arrangement Agreement are set out in paragraph 12.8 of Part IX of this document.

### ***Financial effects of the Acquisition***

An unaudited pro forma statement of consolidated net assets and unaudited pro forma income statements of the Enlarged Group, prepared for illustrative purposes only, showing, *inter alia*, the impact of the Acquisition and Placing on the Enlarged Group is set out in Part VII of this document.

## **9. Directors, Senior Management and Employees**

### ***Directors***

The Existing Directors will remain on the New Board following Admission and New Directors will be appointed to the New Board effective from the date of Admission.

As a result, the New Board will comprise of the following individuals on Admission:

### ***Paul Anthony Barrett, aged 66, Chief Executive Officer***

Paul is a geologist by profession with over 20 years' engineering experience. Paul commenced his career as a geologist at Philips Petroleum Company and held positions at Britoil plc (acquired by BP PLC in 1988), British Coal Corporation and Ranger Oil. Paul subsequently founded and was previously a managing director of Europa Oil and Gas (holdings) plc, an AIM-quoted oil and gas business. He is also a partner in a company which is in a joint venture with Shell and Qatar Energy in South Africa. Paul joined the board of Pathfinder on 16 August 2023 as an executive director. Paul holds a Bachelor of Science (honours) in Geology from the University of Durham and a Master of Sciences in Petroleum Geology from Imperial College London.

### ***Mark Richard Gasson, aged 66, Executive Chairman***

Mark is a geologist by profession with over 35 years' experience in gold and base metals exploration and development across Africa and South America. Mark commenced his career at Anglovaal Limited (now part of African Rainbow Minerals Limited) and has held a number of exploration roles. Mark was instrumental in the discovery of 250,000 tonnes of tin (graded at 3.5 per cent.) at Alphamin Resources Corporation's (TSX-V: AFM and JSE: APH) Bisie tin project. Mark joined the board of Rome Resources on 17 January 2023 and was appointed chief executive officer and president on 20 April 2023. Mark joined the board of Pathfinder on 25 May 2021 originally as an independent non-executive director and will transition to the role of an executive chair on Admission of the Enlarged Group. Mark holds a Bachelor of Science (honours) from the University of Port Elizabeth and is a member of the Australasian Institute of Mining and Metallurgy.

### ***Marc Kay Mathenz, aged 54, Non-Executive Director***

Marc is a fellow chartered and certified accountant (FCCA). He commenced his career as an auditor at KPMG (Germany) and subsequently joined Credit Suisse First Boston (UK) as senior associate in the mergers & acquisitions team. Marc has held a number of senior board positions. He was formerly the chief financial officer, head of mergers and acquisitions and a managing director at First Data Asia Pacific, managing director at Fiserv Inc, (Asia Pacific) and is currently the group chief financial officer at Pine Labs Private Limited. Marc holds a Bachelor of Business Administration from Emory University (USA) and a Master of Business Administration from London Business School. Marc is also a chartered financial analyst (CFA). Marc will hold the position of senior independent non-executive director on Admission.

**Serge Nawej Tshitembu, aged 44, Non-Executive Director**

Serge is a qualified lawyer by background and began his legal career in Belgium in 2006. He has held legal positions at DLA Piper LLP (Brussels). In 2014, Serge subsequently co-founded Proxima Law in the DRC focusing on cross border transactions in Africa. Serge is currently based in the DRC and is the beneficial owner of Palm Constellation SARL. He joined the board of directors of Rome Resources on 21 June 2023. Serge holds a Bachelor of Laws (honours) from Faculté Universitaire Saint-Louis Brussels (Belgium) as well as a Master of Law from the Université Libre de Bruxelles, Brussels (Belgium).

**Edouard André Denis François Etienvre, aged 41, Non-Executive Director**

Edouard is an energy and natural resources executive with over 18 years' experience in the natural resources sector. Edouard commenced his career as an oil and gas equity research analyst at Société Générale S.A and subsequently as an oil and gas finance banker at Bank of Scotland Plc (at the time part of HBOS Plc). Edouard has held senior positions with private companies active in the energy, mining and shipping sectors. He is currently a non-executive director of ASX listed ADX Energy Ltd and AIM quoted Ascent Resources Plc and is the founder of NGX Commodities Ltd. Edouard holds a Master of Science in Management from KEDGE Business School.

Following completion of the Acquisition, the Enlarged Group's senior management team will include the following individuals:

**Senior Management**

*Philip Knowles, Chief Financial Officer*

Philip will join the Enlarged Group in a non-board capacity on Admission. Philip is a fellow chartered and certified accountant. He commenced his career as an auditor at Princecroft Willis and subsequently held financial controller and chief financial officer roles at Firestone Diamonds and Stellar Diamonds, respectively. He was formerly chief financial officer and later chief executive officer of the Asset Exchange Group prior to taking on a consultant role as chief financial officer at Silvertree Partners. Philip holds a Bachelor in Accounting and Finance from the University of Exeter and a Master of Business Administration in Global Business from Oxford Brookes University.

**Employees**

As at the Business Day before the date of this document, the Group had 1 employee. Following completion of the Acquisition, the Enlarged Group will have approximately 47 employees.

**10. Details of the Placing**

The Placing will raise gross proceeds for the Enlarged Group of approximately £4.0 million (before estimated expenses of approximately £1.1 million (excluding VAT)). On Admission, the Enlarged Group will have a market capitalisation of approximately £14,615,593.82 at the Issue Price.

The Placing Shares will, where applicable, be issued credited as fully paid and will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and the Consideration Shares, including the right to receive all dividends and other distributions thereafter declared, made or paid on the Enlarged Share Capital.

**Placing**

Allenby Capital and Oak Securities have, as joint brokers for the Company pursuant to the Placing Agreement, conditionally agreed to use their reasonable endeavours to procure Placees for the Placing Shares at the Issue Price. The Placing Shares will be placed with a number of institutional and other investors introduced by Allenby Capital and Oak Securities. The Placing has not been underwritten by Allenby Capital or Oak Securities.

The Placing Shares represent approximately 27.37 per cent. of the Enlarged Share Capital and will raise gross proceeds for the Enlarged Group of approximately £4.0 million.

The Placing is not underwritten and is conditional, *inter alia*, upon Admission becoming effective and the Placing Agreement becoming unconditional in all other respects and not being terminated by 8.00 a.m. on 26 July 2024 or such later date (being no later than 9 August 2024) as the Company and Allenby Capital (acting on behalf of itself and Oak Securities) may agree. The Placing Agreement contains provisions entitling Allenby Capital and Oak Securities to terminate the Placing in its entirety in certain customary circumstances prior to Admission becoming effective. If this right is exercised, the Placing will lapse and Admission will not occur.

### **Use of Placing Proceeds**

The Enlarged Group intends to use the net proceeds receivable from the Placing to primarily execute an exploration programme in relation to the Enlarged Group's Projects, as outlined above in table 4. This includes but is not limited to providing funds for (i) diamond drilling and operational costs; (ii) undertaking assay work and resource reporting in relation to the Projects; (iii) identifying and acquiring new assets, where appropriate; and (iv) developing a long-term commercialisation strategy in relation to the Projects.

### **11. Name change**

To reflect the business of the Enlarged Group, the Existing Directors are proposing to change the name of the Company to "Rome Resources plc". The change of name will become effective once the Registrar of Companies has issued a new certificate of incorporation on the change of name. This is expected to occur on or around Admission. The tradeable instrument display mnemonic ("TIDM") of the Company is expected to change on AIM to "RMR" effective from 8.00 a.m. on or around Admission.

### **12. Admission, Settlement and Dealing**

Application will be made for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Enlarged Share Capital will commence on 26 July 2024.

The Ordinary Shares are eligible for CREST settlement and settlement of transactions in the Ordinary Shares may take place within the CREST system if a shareholder so wishes. CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument in accordance with the CREST Regulations. CREST is a voluntary system and shareholders who wish to receive and retain share certificates are able to do so. For more information concerning CREST, shareholders should contact their broker or Euroclear at 33 Cannon Street, London EC4M 5SB, United Kingdom or by telephone on +44 (0) 207 849 0000.

The Ordinary Shares will have the ISIN number GB00BYY0JQ23 and SEDOL BYY0JQ2. The Ordinary Shares will not be dealt on any other recognised investment exchange and no application has been or is being made for the Ordinary Shares to be admitted to any other such exchange. It is anticipated that the Rome Shares will delist from Tier 2 of the TSX-V on Admission.

### **13. Share Lock-In and Orderly Market Arrangement**

Pursuant to the Rule 7 Lock-in Agreement, the Locked-in Shareholders (comprising the Directors and other shareholders), who together hold Ordinary Shares representing (immediately following Admission) approximately 21.01 per cent. of the Enlarged Share Capital, have agreed that, subject to certain exceptions permitted by Rule 7 of the AIM Rules, they will not dispose of Ordinary Shares held by them during the period of 12 months from the date of Admission. In addition, the Locked-In Shareholders, have each agreed with Allenby Capital and the Company only to dispose of Ordinary Shares held by them for a further period of twelve months from the expiry of the Lock-in Period in accordance with certain orderly market principles.

Details of these arrangements are set out in paragraph 12.6 of Part IX of this document.

### **14. Dividend policy**

The New Board believes that the Enlarged Group will have the potential to be cash generative in the future and recognises the importance of dividend income to shareholders. The primary purpose of the Fundraising is to provide growth capital with which to fund and accelerate the continuing expansion and development of the Projects and the Enlarged Group's business. Accordingly, the New Board does not intend that the

Enlarged Group will declare a dividend in the near term, however, available cash resources of the Enlarged Group will be channelled into funding its expansion and the Projects.

Thereafter, the New Board intends to commence the payment of dividends only when it becomes commercially prudent to do so, having regard to the availability of distributable profits and the funds required to finance continuing future growth. There can be no assurance as to the level of future dividends (if any) that may be paid by the Enlarged Group or, in light of the accrued losses of the Enlarged Group, of the ability to pay dividends. Any determination to pay dividends in the future will be a decision for the New Board (and will be subject to applicable laws and generally accepted accounting principles from time to time, and other factors that the New Board deems relevant).

The New Board may amend the dividend policy of the Enlarged Group from time to time and the above statement regarding the dividend policy should not be construed as any form of profit or dividend forecast.

## 15. Share Dealing Code

The Company has adopted a Share Dealing Code, which is compliant with Article 19 of UK MAR and Rule 21 of the AIM Rules. The Share Dealing Code will apply to any person discharging managerial responsibility, including the Directors, and the senior management and any closely associated persons and applicable employees. The Share Dealing Code imposes restrictions beyond those that are imposed by law (including by the FSMA, UK MAR and other relevant legislation) and its purpose is to ensure that persons discharging managerial responsibility and persons connected with them do not abuse, and do not place themselves under suspicion of abusing, price-sensitive information that they may have or be thought to have, especially in periods leading up to an announcement of both financial results. The Share Dealing Code sets out a notification procedure which is required to be followed prior to any dealing in the Company's securities.

The Share Dealing Code will apply to the Enlarged Group.

## 16. Taxation

Information regarding taxation is set out in Part VIII of this document. This information is intended only as a general guide to the current tax position in the UK. **Any investor who is in any doubt as to his or her tax position or is subject to tax in a jurisdiction other than the UK, should consult his or her own independent professional adviser without delay.**

## 17. Corporate governance

### QCA Code

The New Board recognises the importance of sound corporate governance and aims to conduct business in an open, honest and ethical manner. Accordingly, the Company has adopted the QCA Code on corporate governance. The Company will continue to apply the QCA Code published in 2018 for the remainder of its current financial year ending 31 December 2024 and then will consider, review and update its corporate governance statement and arrangements to align with the new QCA Code published in 2023 which takes effect for the Company from its next financial year commencing on 1 January 2025.

The Enlarged Group's corporate governance statement sets out how the Enlarged Group currently complies with the QCA Code published in 2018, as appropriate for the Company's size and nature, and is set out in paragraph 10 of Part IX of this document. As the Enlarged Group grows, the Directors intend that it should develop policies and procedures which further reflect the QCA Code, so far as it is practicable taking into account the size and nature of the Enlarged Group.

## 18. The City Code on Takeovers and Mergers and concert parties

The terms of the proposed Placing give rise to certain considerations under the Takeover Code. Brief details of the Takeover Panel, the Takeover Code and the protections they afford are given below.

### **Rule 9 of the Takeover Code**

The Takeover Code applies to the Company. Under Rule 9 of the Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of the voting rights of the company, an offer will normally be required if any further interests in shares carrying voting rights are acquired by such person or any person acting in concert with that person.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

### **The Concert Party**

Persons acting in concert include persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of that company. The Company has agreed with the Takeover Panel that the following persons are acting in concert in relation to the Company: Mark Gasson and Klaus Eckhof (the “**Concert Party**”).

Mark Gasson is a director of Pathfinder Minerals Plc and Rome Resources Ltd. Mark Gasson will remain a director of Pathfinder Minerals Plc on Admission. Klaus Eckhof is an existing shareholder of Rome Resources Ltd and is considered to be acting in concert by virtue of his close business relationship with Mark Gasson as a result of, *inter alia*, historical mutual directorships and investments.

As at the date of this document, the Concert Party does not hold any Existing Ordinary Shares.

On Admission and following the issuance of the Placing Shares, the Consideration Shares and the Fee Shares (and assuming that no other person converts any convertible securities or exercises any warrants, options or any other right to subscribe for shares in the Enlarged Group), the Concert Party will be interested in 859,076,100 Ordinary Shares representing approximately 17.63 per cent. of the Enlarged Share Capital and voting rights of the Company, as set out below;

	<i>Existing Ordinary Shares</i>	<i>No. of Placing Shares</i>	<i>No. of Fee Shares</i>	<i>No. of Consideration Shares</i>	<i>Total no. of Ordinary Shares on Admission</i>	<i>Per cent. of Enlarged Share Capital</i>
Mark Gasson	nil	nil	nil	401,351,600	401,351,600	8.24
Klaus Eckhof	nil	nil	nil	457,724,500	457,724,500	9.40
Total	nil	nil	nil	859,076,100	859,076,100	17.63

Assuming exercise in full by the members of the Concert Party of any warrants, options or any other right to subscribe for shares in the Enlarged Group (and assuming that no other person converts any convertible securities or exercises any warrants, options or any other right to subscribe for shares in the Enlarged Group), the members of the Concert Party would be interested in 1,035,722,715 Ordinary Shares, representing approximately 20.52 per cent. of the enlarged voting rights of the Enlarged Group.

## 19. General Meeting

A notice convening a general meeting of the Company, to be held at 10.00 a.m. on 25 July 2024 at 6th Floor, 100 Liverpool Street, London, EC2M 2AT (the offices of Fasken Martineau LLP), is set out at the end of this document. At the General Meeting, the following resolutions will be proposed:

### Ordinary Resolutions

- **Resolution 1:** to approve the Acquisition;
- **Resolution 2:** to authorise the Existing Directors to allot the Consideration Shares;
- **Resolution 3:** to authorise the Existing Directors to allot the Replacement Options and Replacement Warrants;
- **Resolution 4:** to authorise the Existing Directors to allot the Placing Shares;
- **Resolution 5:** to authorise the Existing Directors to allot convertible securities up to an aggregate nominal amount of £1,623,954.87;

### Special Resolutions

- **Resolution 6:** to authorise the Existing Directors to allot the Replacement Options and Replacement Warrants otherwise than on a pre-emptive basis to shareholders;
- **Resolution 7:** to authorise the Existing Directors to allot the Placing Shares for cash otherwise than on a pre-emptive basis to shareholders;
- **Resolution 8:** to authorise the Existing Directors to allot the convertible securities up to an aggregate nominal amount of £1,623,954.87 otherwise than on a pre-emptive basis to shareholders;
- **Resolution 9:** to change the name of the Company to “Rome Resources plc”.

The resolutions in (1), (2), (3), (4) and (5) will be proposed as ordinary resolutions and the resolutions in (6), (7), (8) and (9) will be proposed as special resolutions. To be passed, the resolutions in (1), (2), (3), (4) and (5) require a majority of the votes cast at the General Meeting, in person or by proxy, and the resolutions referred to in (6), (7), (8) and (9) requires a majority of not less than 75 per cent. of the votes cast at the General Meeting, in person or by proxy. The resolutions are inter-conditional and so, if one of them is not passed at the General Meeting, none of them will be deemed to have been passed.

The Existing Directors recommend that Shareholders vote in favour of the Resolutions, so that the Proposals can proceed. The Company has received irrevocable undertakings to vote (or, where applicable, procure voting) in favour of the Resolutions at the General Meeting from Marc Mathenz and Adam Dziubinski in respect of 92,000,000 and 45,950,000 Ordinary Shares, respectively, representing in aggregate approximately 13.05 per cent. of the Existing Share Capital and 13.05 per cent. of the Existing Ordinary Shares being eligible to vote at the General Meeting, in each case, as at the Latest Practicable Date.

## 20. Further information

Your attention is drawn to Parts II to IX of this document as well as the appendix, which provide additional information on the Enlarged Group and, in particular, to the Risk Factors set out in Part II of this document.

## 21. Recommendation and action to be taken by Shareholders

**The Existing Directors consider that the Resolutions to be proposed at the General Meeting of the Company are in the best interests of the Company and its Shareholders as a whole. The Existing Directors unanimously recommend that Shareholders vote in favour of the Resolutions.**

A personalised Form of Proxy is enclosed for use by Existing Shareholders at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete, sign and return the Form of Proxy to the Company's registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom as soon as possible but in any event so as to arrive by 10.00 a.m. on 23 July 2024. Alternatively, you may appoint your proxy electronically via the Link Investor Centre app or by accessing the Registrar's website at <https://investorcentre.linkgroup.co.uk/Login/Login>. You will need your Investor Code (IVC) which can be found on your personalised Form of Proxy enclosed. CREST



members can also vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). The completion and return of a Form of Proxy will not preclude a Shareholder from attending the GM and voting in person should they subsequently wish to do so.

Yours faithfully,

**Edouard André Denis François Etienvre**

*Non-Executive Director*

## PART II RISK FACTORS

**AN INVESTMENT IN ORDINARY SHARES IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. THE ATTENTION OF PROSPECTIVE INVESTORS IS DRAWN TO THE FACT THAT THE ENLARGED GROUP IS SUBJECT TO A VARIETY OF RISKS WHICH, IF ANY WERE TO OCCUR, COULD HAVE A MATERIALLY ADVERSE EFFECT ON THE ENLARGED GROUP'S BUSINESS AND/OR FINANCIAL CONDITION, RESULTS OR FUTURE OPERATIONS. IN SUCH CASE, THE MARKET PRICE OF THE ORDINARY SHARES COULD DECLINE AND INVESTORS MIGHT LOSE SOME OR ALL OF THEIR INVESTMENT.**

In addition to the information set out in the rest of this document, the following risk factors in this Part II should be considered carefully in evaluating whether to make an investment in the Enlarged Group. The following factors do not purport to be an exhaustive list or explanation of all the risk factors involved in investing in the Enlarged Group and they are not set out in any order of priority. Additionally, there may be risks not mentioned in this document of which the Directors are not aware or believe to be immaterial, but which may, in the future, adversely affect the Enlarged Group's business and the market price of the Ordinary Shares. In particular, the Enlarged Group's performance may be affected by changes in the market or economic conditions and by legal, regulatory and tax requirements.

**Before making a final investment decision, prospective investors should consider carefully whether an investment in the Enlarged Group is suitable for them and, if they are in any doubt, should consult with an independent financial adviser authorised under FSMA which specialises in advising on the acquisition of shares and other securities in the UK or another appropriate financial adviser in the jurisdiction in which such investor is located.**

### **1. RISKS RELATING TO THE ACQUISITION**

#### **Transaction risk.**

The completion of the Acquisition, the Placing and the re-admission of the Enlarged Share Capital to trading on AIM are subject to a number of conditions, including the passing of the Resolutions by Shareholders, the Rome Shareholders approving the terms of the Acquisition at the Rome Meeting, the approval of the Court of British Columbia, Canada and the TSX-V to the Plan of Arrangement. If any of the conditions are not satisfied (or waived to the extent capable of waiver) by 9 August 2024 then the Acquisition, the issue of the Placing Shares, the Consideration Shares and the re-admission of the Enlarged Share Capital to trading on AIM will not proceed and the Existing Directors will need to consider alternative options for the Company. The Company will have expended significant funds in pursuing the Proposals and would therefore incur significant costs if the proposed Acquisition is aborted. Furthermore, the Company may be liable to pay a termination fee to Rome Resources subject to a maximum of CA\$500,000 should certain conditions not be satisfied. There can be no guarantee that a suitable alternative to the Placing could be obtained on similar commercial terms or on a timely basis or at all.

### **2. RISKS FACTORS RELATING TO THE BUSINESS AND THE OPERATIONS OF THE ENLARGED GROUP**

#### **Restructuring of the Projects**

The transfer of legal title to PEPM13274 from IDI to Kalayi Tin SARL and the transfer of legal title to PR15130 from Palm to Mont Agoma SARL are subject to approval from the DRC Minister of Mines. As at the date of this document such approvals have not been obtained, and although the Company has no reason to believe that such approvals will not be forthcoming, there is no certainty that they will be obtained.

#### **No tin, copper, silver, zinc or silver mineralised resources have been defined in the Projects.**

Notwithstanding the New Board's collective exploration skills and experiences and the commission of an independent Competent Person's Report in relation to the Projects identifying tin, copper, silver, zinc and other mineralised resources, there can be no certainty that the Projects will yield such identified resources.



**Exploration and evaluation risk.**

Early-stage exploration, consisting of surface soil sampling and core drill samples, has identified concentrations of several metallic elements in high enough concentrations to indicate the potential for mineralisation present in the Projects similar to that developed in the nearby Alphamin tin project.

It is possible, however, that the identified anomalous concentrations of tin, zinc, copper and silver, represent isolated and sub-commercial quantities of the ore minerals. The planned next stage of exploration will better define the size of these anomalies and if successful, reduce the technical and commercial risk of the Projects.

**No history of production.**

Rome Resources' properties are at early exploration stage only. Rome Resources has never had any material interest in producing properties. There is no assurance that commercial quantities of tin, copper, silver, zinc and other mineralised resources will be discovered at any of the properties of the Enlarged Group or any future properties, nor is there any assurance that the exploration or development programs of the Enlarged Group thereon will yield any positive results. Even if commercial quantities of tin, copper, silver, zinc and other mineralised resources are discovered, there can be no assurance that any property of the Enlarged Group will ever be brought to a stage where such resources can profitably be produced thereon. Factors which may limit the ability of the Enlarged Group to produce tin, copper, silver, zinc and other mineralised resources from its properties include, but are not limited to, commodity prices, availability of additional capital and financing and the nature of any mineralisation deposits.

**Nature of the Enlarged Group's interests in PEPM13274 and PR15130.**

As at the date of this document, and as outlined in paragraph 4 of Part I of this document, Rome Resources holds a direct 71 per cent. legal interest in MRDC, that in-turn holds an indirect 72.5 per cent. beneficial interest in PEPM13274 pursuant to a contractual joint venture agreement entered into between MRDC and IDI dated 11 January 2022, as amended, further details of which are set out in paragraph 12.10(a) of Part IX of this document. PEPM13274 is directly 100 per cent. legally held by IDI. As a result, Rome Resources' ultimate interest in PEPM13274 is an indirect beneficial 51.5 per cent.

Similarly, as at the date of this document, and as outlined in paragraph 4 of Part I of this document, Rome Resources holds an indirect 51 per cent. beneficial interest in PR15130, which is currently 100 per cent. directly legally owned by Palm. Rome Resources' indirect 51 per cent. beneficial interest was acquired from CoTin pursuant to the terms of an option agreement entered into between Rome Resources and CoTin dated 15 August 2022, as amended, pursuant to which Rome Resources exercised its option to acquire 51 per cent. of CoTin's indirect 70 per cent. beneficial interest in PR15130, reducing CoTin's indirect beneficial interest to 19 per cent.

Accordingly, Rome Resources has an indirect beneficial interest in the Projects. Consequently, the Enlarged Group will be afforded limited protections in circumstances including, but not limited to; (i) where the joint venture agreements governing the Enlarged Group's beneficial interest in either PEPM13274 and PR15130 is terminated; (ii) where the current legal owners of the Projects (Palm Constellation SARL and Investissement et Développement Immobiliers SARL) become insolvent; or (iii) where either PR15130 or PEPM13274 is expropriated.

The only rights Rome Resources has over the Projects are contractual in nature. As Rome Resources is not the legal owner of the Permits it has no direct relationship with CAMI. Although Rome Resources has entered into the Kalayi Shareholders' Agreement Term Sheet and the Mont Agoma Shareholders' Agreement Term Sheet, which set out various governance mechanics for the Projects, Rome Resources cannot ultimately control the actions of the counterparties, which may breach the terms of the above-mentioned shareholders' agreements, and/or the Permits. Rome Resources may have limited recourse against such counterparties who are in various overseas jurisdictions. If either of the Permits were to be terminated because of any violation of their terms by either IDI or Palm (or following the restructuring Kalayi Tin SARL or Mont Agoma SARL) then Rome Resources' beneficial interest in the Permits would be extinguished.

### **Validity of PEPM13274.**

To maintain the validity of a mining right, the holder thereof must *inter alia* start specific works within a specified timeframe, as listed in the DRC Mining Code per type of mining right, for which it will then obtain a commencement of work certificate (a "Certificate"). In particular, holders of an exploration permit, must start certain exploration works within one year of the grant of the permit to obtain a Certificate; and (ii) holders of a small-scale exploitation permit, must start certain development and construction works within one year of the grant of the permit to obtain a Certificate.

As at the date of this document, IDI, as the PEPM13274 permit holder, has not obtained the commencement of work certificate for PEPM13274, which it must nonetheless obtain within one year of being granted PEPM13274 (i.e., before 4 August 2024).

As at the date of this Document, IDI is not in breach of any of the terms of PEPM13274 nor of any of any matter that can cause the revocation or forfeiture of PEPM13274 as listed in the DRC Mining Code. However, in the event that IDI does not comply with one of the validity requirements for PEPM13274, then this could then lead to the withdrawal and forfeiture of PEPM13274. As at the date of this document, the process for obtaining the Certificate is ongoing.

### **Potential dilution of interests in the Projects.**

Upon either the PEPM13274 or the PR15130 permit being converted to an "ordinary" exploitation permit (i.e., large-scale and not a PEPM), the holder of the permit must cede 10 per cent. to the DRC Government. In addition, the holder of an "ordinary" exploitation permit must cede an additional 5 per cent. to the DRC Government upon each renewal of the exploitation permit.

Any interest obtained by the DRC Government at the exploitation stage shall dilute, pro rata, the interests of the Enlarged Group in the Projects.

### **Access to the Projects.**

As disclosed in Part I of this document, access to the Projects and the surrounding site is currently restricted due to the limited local infrastructure and the surrounding dense jungle vegetation and steep terrain. In this regard, access to the Projects' sites is available through helicopter or by foot.

In this regard, Rome Resources currently contracts the services of a helicopter company out of South Africa to maintain access to the Projects site. The Projects are located approximately 8km from infrastructure constructed and put in place by Alphamin and can be further upgraded at minimum costs utilising local contractors, if needed.

Accordingly, operational costs for the Enlarged Group are likely to be considerably higher than that of a more establishing mining jurisdiction. There can be no guarantee that the Enlarged Group will be able to maintain access to the Projects through foot and/or helicopter, and or any suitable alternative is identified. If the Enlarged Group access to the Projects is restricted further, this could have a negative effect on the Enlarged Group's operations and/or its financial condition.

### **Corporate administration of Rome Resources and entities associated with the Projects.**

Rome Resources has not always maintained best practices in relation to its corporate administration and company secretarial matters. Rome Resources has historically encountered delays in certain of its corporate filings, including in-particular the timely filings of historical financial statement. These financial statement filings have since been rectified.

In addition, as at the date of this document Kalayi Tin SARL, Mont Agoma SARL, MRDC, Palm and IDI have not produced full financial statements and/or have not made any such financial statements available to the Company, where produced.

Kalayi Tin SARL, Mont Agoma SARL and MRDC are subsidiaries of Rome Resources. As at the date of this document, Kalayi Tin SARL and Mont Agoma SARL have only been incorporated for less than 12 months.

The Directors understand that MRDC's financial accounts for the year ending 31 December 2023 have not yet been finalised.

As a result of the lack of availability of the above financial statements, the Company has not been able to assess, *inter alia*, whether Kalayi Tin SARL, Mont Agoma SARL, MRDC, Palm and IDI's equity has been reduced to less than half of its share capital. Under DRC legislation, where a corporate entity's share capital has been reduced to less than half of its share capital, then the corporate entity is required to decide on the early dissolution of the corporate entity or a restoration or early-reduction of the share capital within two years of such undercapitalisation being acknowledged in the relevant entity's financial statement.

If any such corporate entity is undercapitalised, and that corporate entity does not undertake the above-mentioned assessment, then this may lead to the early dissolution of that corporate entity at the initiative of an interested party.

In addition, where an entity is seeking to transform a "PR" into a PE or a PEPM, the corporate entity applying for the relevant licence is required under DRC legislation to maintain a share capital of not less than 40 per cent. of the required resources for the project concerned. While this position can be not be confirmed in relation to Kalayi Tin SARL, Mont Agoma SARL, MRDC, Palm and IDI, the Directors believe that it is established convention that this obligation is not applied in practice.

#### **Use of contractors and subcontractors.**

Based on DRC legislation, the definitive termination of the employment contracts between a company and its employees entitles the employees to receive "any sums remaining due" in execution of their employment contracts, i.e. the final account. Failure to pay this final account constitutes an offence under DRC employment law and exposes the employer to both civil and criminal proceedings.

As at the date of this document, certain fixed-term contracts entered into by MRDC and its fixed-term employees have expired. While the Directors believe that these contracts are likely to be renewed, either with Mont Agoma SARL or Kalayi Tin SARL, the employment contracts have been definitively terminated. As a result, in the event that the Mont Agoma SARL fails to pay "any sums remaining due", the Enlarged Group may be exposed to potential civil and criminal liability, including but not limited to, a fine for a total of US\$376,000.

#### **CPR, sources of valuation information and potential for error.**

In assessing the consideration for the Acquisition, the Directors, amongst other things, relied on the CPR as well as other data. Although the Company used sources that are believed to be reliable, it may not always have access to the underlying information, methodology and other bases for such information and may not have independently verified the underlying information and, therefore, cannot guarantee its accuracy and completeness. Accordingly, errors in any of the assumptions or methodology employed by a third party in preparing a report on which the Company may place reliance on may materially adversely impact Rome Resources' valuation and accordingly, the market price of the Ordinary Shares may be affected.

In addition, if the fair value assigned to the assets that form part of the Acquisition is misstated, the Enlarged Group could be required to write down the value of these and any other overvalued assets within the financial statements. This could have a negative effect on the Enlarged Group's operations and/or its financial condition.

#### **Drilling.**

The Enlarged Group's exploration and development activities are dependent on the availability of drilling rigs and related equipment in the area of the Projects. Recent increases in exploration activities have resulted in high demand and limited availability for some types of drilling rigs and equipment in certain areas which may result in delays to the Enlarged Group's planned exploration and development activities.

The Enlarged Group may encounter hazards inherent in drilling activities. Examples of such hazards include unusual or unexpected formations, abnormal pressures or rock properties, adverse weather conditions,

mechanical difficulties, conditions which could result in damage to plant or equipment or shortages or delays in delivery of rigs and/or other equipment.

While the Enlarged Group intends to take adequate precautions to minimise risks associated with drilling activities, there can be no guarantee that the Enlarged Group will not experience one or more material incidents during drilling activities that may have an adverse impact on the operating and financial performances of the Enlarged Group, including costs associated with control of drilling operation, recovery of plant and equipment, environmental rectification and compensation along with delays and other impacts on anticipated results.

#### **Funding, cash flow and borrowing risks.**

Rome Resources' has finite financial resources and no cash flow from producing assets and therefore will likely require additional financing in order to carry out its exploration and development activities. In addition, the Rome Resources Group has historically been highly reliant on equity and debt finance to fund ongoing working capital requirements. As part of the Acquisition, the Company will assume approximately £700,000 (including interest) of Rome Resources' outstanding debt.

The Enlarged Group's ability to effectively implement its business strategy over time is likely to depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Enlarged Group on favourable terms or at all. Failure to obtain appropriate financing on a timely basis could cause the Enlarged Group to have an impaired ability to expend the capital necessary to undertake or complete drilling programs, forfeit its exploration interests in certain properties, and reduce or terminate its operations entirely. Furthermore, should the Enlarged Group be successful in its stated exploration objectives, it is likely to require substantial additional funding to bring its projects into production, which may exceed anticipated estimates. Should it raise these additional funds through the issue of equity securities, this will result in significant dilution to the existing shareholders and/or possibly a change of control at the Enlarged Group.

#### **Title to the Group's mineral properties cannot be assured.**

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral rights may be disputed, and additional amounts may have to be paid to surface rights owners in connection with any development of mining activity. The Projects may also be subject to prior unregistered agreements of transfer or land claims, and title may be affected by undetected defects.

Although the Company has diligently investigated and believes it has taken reasonable measures to ensure that title to the Projects are in good standing, including obtaining a legal title opinion with respect to validity of the relevant Projects licences and agreements, there is no guarantee that title to the Projects will not be challenged or impaired by third parties, or that such rights and title interests will not be revoked or significantly altered to the detriment of the Enlarged Group. In addition, any assessment made by the Company, including but not limited to, good standing is based on enquiries made at a point in time. Consequently, any forward reliance on the results of any such enquiries cannot be relied upon.

#### **Reserves and resource estimates.**

No reserves and/or resource estimates have been assigned in connection with Rome Resources' property interests to date, given its early stage of development.

#### **Commercialisation and contractual risks.**

The Enlarged Group's potential future earnings, profitability, and growth are likely to be dependent upon the Enlarged Group being able to successfully implement some or all of its commercialisation plans detailed in the CPR contained in Part IV of this document. The ability for the Enlarged Group to do so is further dependent upon a number of factors, including matters which may be beyond the control of the Enlarged Group.

The Enlarged Group's ability to commercialise the Projects is further subject to a number of risks. The Enlarged Group's current strategy does not envisage development of the Projects solely by the Enlarged

Group to the point of achieving sales of any tin, copper, silver or zinc resources will be made into the domestic market. Such sales will require deviation from the Enlarged Group's proposed strategy of generating revenues through exploring trade sales of the Projects to larger and more mature operators following developing its Projects up to a pre-feasibility/feasibility level.

Pending completion and implementation of a definitive feasibility study and mine plan in relation to the Projects, the Enlarged Group has no way of making sales of any product. Further, the commercial terms upon which the Enlarged Group will make such sales are not yet known and, accordingly, there may be a material adverse effect on the Group's business, financial condition, results of operations and prospects if the Enlarged Group is unable to negotiate favourable commercial terms.

If any or all of the above risks materialise, the Enlarged Group's ability to sell its product may be adversely affected with a consequential impact on revenue generation which may be lower than anticipated and which may impact the future profitability and scope of the Enlarged Group's operations.

### **Environmental risks.**

The Enlarged Group's operations and projects are subject to the laws and regulations of all jurisdictions in which it has interests and carries on business, regarding environmental compliance and relevant hazards.

These laws and regulations set standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards. They also establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Enlarged Group's operations. Environmental hazards may exist on the properties in which the Enlarged Group holds interests that are unknown to the Enlarged Group at present and which have been caused by previous or existing owners or operators of the properties.

As with most exploration projects operations, the Enlarged Group's activities are expected to have an impact on the environment. Significant liability could be imposed on the Enlarged Group for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Enlarged Group, or non-compliance with environmental laws or regulations. It is the Enlarged Group's intention to minimise this risk by conducting its activities to the highest standard of environmental obligation, including compliance with all environmental laws and where possible, by carrying appropriate insurance coverage.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of natural resource properties may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

There is also a risk that the environmental laws and regulations may become more onerous, making the Enlarged Group's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of resource companies, or more stringent implementation thereof, could have a material adverse impact on the Enlarged Group and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

### **Exploration permit risks.**

The business activities of the Enlarged Group are dependent on the grant and maintenance of appropriate licences, permits and consents over the exploration interests. The Bisie Permits are subject to certain

obligations, expenditure obligations and annual rents, whilst additional licences and permits may also be subject to compulsory work or expenditure obligations or responsibilities in respect of the environment and safety for each year which must be met to keep the licence or permit in good standing. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits.

There is no guarantee that mining permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Enlarged Group can economically comply with any conditions imposed on any granted exploration permits.

#### **Tenure and access to tenements in the DRC.**

The Enlarged Group believes that activities in relation to the Projects are currently conducted under applicable laws and regulations and in all material respects with the terms of such licences. Rome Resources is required to fund and manage all in country operations according to the Option Agreement.

The ability of the Enlarged Group to obtain, sustain or renew any such licenses and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies.

Where a licensee has met the terms of the grant, renewal should not be denied. However, if development conditions are not met there is no guarantee that current or future tenements or future applications for production tenements will be approved.

Tenements in the DRC are also subject to surface fees and taxes which must be met in order to keep such tenements in good standing. If there is failure to meet the commitments, this could lead to forfeiture of the tenement.

#### **The natural resources industry is subject to a number of laws and governmental regulations, compliance with which may be burdensome.**

Development and operational activities in the natural resources industry are subject to extensive laws and regulations. These include, but are not limited to, laws and regulations relating to taxation, environmental protection, management and use of hazardous substances and explosives, management of natural resources, licences over resources owned by governments, development of assets, production and post-closure reclamation, the employment of local and expatriate labour, absolute liability for certain damages in the absence of fault or negligence and occupational health and safety standards. Companies operating in the natural resources industry are required to seek and to comply with the terms of governmental licences, permits, authorisations and other approvals in connection with their construction and operating activities, for example in relation to their licences, and environmental management. Obtaining the necessary governmental permits can be a complex and time-consuming process and may involve costly undertakings. The duration and success of permit applications are contingent on many factors that are outside the Enlarged Group's control.

#### **DRC operations.**

The Enlarged Group's country of operation will be the DRC.

If the Enlarged Group fails to comply with the laws and regulations applicable to its overseas operations, it could be subject to reputational and legal risks, including government enforcement action and/or fines. Such risks, if realised, could have a material adverse effect on the Enlarged Group's profits and financial condition.

#### **Risk of war, armed conflict and disruption to mining activities**

The DRC has experienced prolonged periods of violence resulting from ethnic and regional tensions. Numerous armed groups and militias operate in the DRC and may target natural resource assets. Although the Enlarged Group's operational activities are not in close proximity to regions where conflicts are liable to occur and the management of Rome Resources has taken steps to mitigate risks of conflict by locating its



operations away from such regions, there is a risk that conflicts could interfere with the Enlarged Group's activities in the future.

### **Risks associated with contractors and off payroll working.**

The Rome Resources Group has historically utilised a number of contractors. The Enlarged Group may in future rely on relationships with key contractors for further development work. There is no guarantee that the Enlarged Group will be able to replace any material contractor or subcontractor in a timely manner or at all in the event that any of these relationships is discontinued or terminated. If the Enlarged Group is unable to negotiate favourable contracts with contractors or subcontractors, or if any of them is unable to fulfil its obligations, or discontinues business with the Enlarged Group, and if the Enlarged Group is unable to find suitable replacements, then the Enlarged Group's business and prospects may be adversely affected.

### **Labour disputes**

Strikes and the potential of conflict with employees may occur. Such interruptions have the potential to increase operational costs and decrease revenues by suspending the business activities or increasing the cost of substitute labour. Alternatively, substitute labour may not be available. If such disruptions materialise, they may have a material adverse effect on the Enlarged Group's business, financial performance, results of operations and prospects.

### **The Enlarged Group is reliant upon suppliers and third parties over whom the Enlarged Group has limited control.**

The Enlarged Group is relying on external contractors and third parties in order to conduct its operations.

Accordingly, the Enlarged Group is highly dependent on third parties and external contractors performing satisfactorily and fulfilling their obligations under the relevant agreements.

Furthermore, the Enlarged Group will also seek to enter into additional agreements with third party service providers however, there can be no assurance that the Enlarged Group will be able to secure in a timely manner, on commercially acceptable terms or at all, the provision of all of the services that the Enlarged Group will need to execute its exploration and development plans, or that such arrangements (both current and planned) will be sufficient for its future needs or will not be interrupted. In addition, certain of the services that the Enlarged Group requires are or may in the future be available on commercially reasonable terms only from a limited number of providers and it may encounter difficulties in securing the services of specialised contractors due to high demand for those services.

If the Enlarged Group is obliged to change a provider of such services, it may experience additional costs, interruptions to production or other adverse effects on its business. There is a risk that the Enlarged Group may not be able to find adequate replacement services on commercially acceptable terms, on a timely basis, or at all.

Should the Enlarged Group be unable to acquire or retain providers of key services on favourable terms, or should there be interruptions to, or inadequacies with, any services provided this could have a material adverse effect on its business, financial condition and results of operations.

### **Material litigation or other substantial claims or arbitration or legal uncertainties could materially adversely affect the Enlarged Group.**

The Enlarged Group is exposed to the risk of litigation from potential customers as well as actual and potential partners, suppliers, employees (and former employees) and regulatory authorities for breach of legal, contractual or other duties. Exposure to, either, significant litigation or a substantial number of small claims may be expensive to defend and may result in diverting significant management time away from the Enlarged Group's operations.

If the Enlarged Group is unsuccessful in defending against any litigation or claim and is required to pay significant damages or, otherwise, it is required to pay the cost of significant costs or penalties by regulators, this could have a significant adverse impact on the financial condition, business, prospects and results of

the Enlarged Group's operations. In addition to the potential financial impact of litigation or regulatory claims, the Enlarged Group's reputation could be damaged by litigation or regulatory claims, even if the Enlarged Group is not found to be liable, and this could have a material adverse effect on the Enlarged Group's business and financial condition.

**There can be no certainty that the Enlarged Group's insurance cover is adequate to protect it against every eventuality.**

Insurance procured by the Enlarged Group has limitations on liability and may not be sufficient to protect the Enlarged Group against the full extent of such liabilities to which it is exposed. In addition, in certain circumstances, the Enlarged Group may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. In addition, there is a risk that relevant insurance policies are not adequately renewed. The payment of any such uninsured liabilities would reduce the funds available to the Enlarged Group. There are certain types of losses, generally of a catastrophic nature, such as those caused by earthquakes, floods, hurricanes, terrorism or acts of war that may be uninsurable or, for example in the case of terrorism, are not economically insurable. The occurrence of a significant event that the Enlarged Group is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Enlarged Group's financial position, results of operations or prospects.

**Risk management procedures.**

Although the Directors believe that the Enlarged Group's risk management procedures are adequate, the methods used to manage risk may not identify or anticipate current or future risks or the extent of future exposures, which could be significantly greater than historical measures indicate. Risk management methods depend on the evaluation of information regarding markets or other matters that are publicly available or otherwise accessible to the Enlarged Group. Failure (or the perception that the Enlarged Group has failed) to develop, implement and monitor the Enlarged Group's risk management policies and procedures and, when necessary, pre-emptively upgrade them could give rise to reputational and trading issues which may have a material adverse effect on the Enlarged Group's business, prospects, results of operation and financial condition.

**Changes in accounting standards, rules and regulations may have a significant impact on the reported financial results of the Enlarged Group.**

It is impossible to specify or ascertain the effect of such changes or new standards, which is dependent on the financial position of the Enlarged Group at the time. Moreover, in connection with financial reporting under new or amended accounting standards, the Enlarged Group will make its own accounting judgements and elections in the future, which cannot be determined at this time.

**Taxation.**

Any change in the Enlarged Group's tax status or in taxation legislation (including treaties, legislation, regulations and case law) or its interpretation, application or enforcement of such laws by courts, tribunals or tax authorities, in each case in any jurisdiction in which the Enlarged Group operates, could affect the Enlarged Group's financial conditions and results and its ability to provide returns to Shareholders and/or alter the post-tax returns to shareholders. Statements in this document concerning the taxation of the Enlarged Group and its investors are based upon current tax law and practice which is subject to change. Any change in legislation and in particular tax status or tax residence of the Enlarged Group or in tax legislation may have an adverse effect on the returns available on an investment in the Enlarged Group.

**Legislation and compliance.**

This document has been prepared on the basis of current legislation, rules and practice and the Directors' interpretation thereof. Such interpretation may not be correct and it is always possible that legislation, rules and practice may change. There can be no assurance that future legislation, rules and practice will not adversely affect the Enlarged Group's business, prospects, results of operations or financial condition.



### **3. GENERAL RISKS**

#### **General economic climate.**

Factors such as inflation, currency fluctuation, interest rates, supply and demand of capital and industrial disruption have an impact on business costs and commodity prices and stock market prices. The Enlarged Group's operations, business and profitability can be affected by these factors, which are beyond the control of the Group.

#### **Economic, political, judicial, administrative, taxation, environmental or other regulatory matters.**

In addition to the impact of a downturn of the world's economies, the Enlarged Group may be adversely affected by other changes in economic, environmental, political, judicial, administrative, taxation or other regulatory or other unforeseen matters. The nature of the Enlarged Group's operations exposes it to the risk of liabilities or claims with respect to environmental, regulatory and worker health and safety matters. If the Enlarged Group violates or fails to comply with (or its predecessors in title violated or failed to comply with) environmental laws, regulations and permits, it could be subject to penalties, fines, restrictions on operations or other sanctions, and the Enlarged Group's operations or business could be interrupted or suspended.

#### **Reliance on professional advisers.**

The Directors and the members of the Enlarged Group have relied upon advice from various professional advisers, including legal, accounting, public relations and tax advisers, engaged by members of the Enlarged Group in relation to the preparation of this document. Such professional advisers' liability is subject to limitations. Accordingly, in the event any such advice proves to have been incorrect, any amounts recoverable from the relevant adviser(s) may not be sufficient to cover all the Enlarged Group's resulting losses. This could have a material adverse effect on the Enlarged Group's business and operations, financial condition and prospects and the market price of the Ordinary Shares may be affected.

#### **Risk of crime and corruption.**

The Enlarged Group is subject to anti-corruption and anti-bribery legislation and regulations, including the UK Bribery Act and other laws and regulations that prohibit companies and their intermediaries from making improper payments or offers of payments to foreign governments and their officials and political parties, or others for the purpose of obtaining or retaining business and other benefits.

By doing business in certain jurisdiction, the Enlarged Group could face, directly or indirectly, corrupt demands by officials, militant groups or private entities. Consequently, the Enlarged Group faces the risk that one or more of its employees, agents, intermediaries, contractors, or consultants may make or receive unauthorised payments given that such persons may not always be subject to its control. In addition, it is possible that the Enlarged Group could be held liable for successor liability for Foreign Corrupt Practices Act of 1977 (FCPA) violations committed by companies in which it has invested or acquired or may invest or acquire. Although the Enlarged Group has policies and procedures designed to ensure that the Enlarged Group itself, employees, agents, intermediaries, contractors and consultants comply with the UK Bribery Act 2010 and all applicable anti-corruption legislation, there is no assurance that such policies or procedures will work effectively all of the time or protect the Enlarged Group against liability under any such legislation for actions taken by its agents, employees, intermediaries, contractors, and consultants with respect to its business.

If the Enlarged Group is not in compliance with the UK Bribery Act or other laws governing the conduct of business with international entities (including local laws), the Enlarged Group or its Directors may be subject to criminal and civil penalties and other remedial measures. Furthermore, any remediation measures taken in response to potential or alleged violations of the UK Bribery Act or other anti-corruption or anti-bribery laws, including any necessary changes or enhancements to the Enlarged Group procedures, policies and controls and potential personnel changes and/or disciplinary actions, may result in increased compliance costs.

Any such findings, or any alleged or actual involvement in corrupt practices or other illegal activities by the Enlarged Group or anyone with whom it conducts business could damage its reputation and its ability to do business, including by affecting its rights and title to assets or by the loss of key personnel, and together with any increased compliance costs, could adversely affect its business, operations, financial performance and cash flows and future prospects.

### **Estimates in financial statements.**

Preparation of consolidated financial statements requires the Enlarged Group to use estimates and assumptions. Accounting for estimates requires the Enlarged Group to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. The Enlarged Group's accounting policies require certain estimates and assumptions as to future events and circumstances to be made. In addition, the carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. If the estimates and assumptions are inaccurate, the Enlarged Group could be required to write down the value of certain assets. On an ongoing basis, the Enlarged Group re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

### **Current exchange rate and inflation.**

The Enlarged Group operates in the United Kingdom as well as the DRC and it has exposure to currency risk on purchases, sales, cash and cash equivalents that are denominated in currencies other than the pounds sterling, which is the currency of most of its receivables and the currency of most of the cash balances that it maintains. The currency giving rise to this is principally the US Dollar. Certain of the Enlarged Group's costs, including some of its labour and employee costs, are also incurred in Congolese Francs. Exchange rates between the US Dollar, and the sterling have fluctuated significantly in the past and may do so in the future. Consequently, development, production, administration and other costs may be higher (or lower) in sterling terms than anticipated by the Enlarged Group. In addition, the financial accounts of the Enlarged Group are denominated in sterling, which therefore give further exposure to currency exchange fluctuations and may impact the financial results as being reported to its Shareholders.

The Enlarged Group does not engage in active speculative hedging to minimise exchange rate risk.

## **4. RISKS RELATING TO THE ENLARGED GROUP'S SECURITIES**

### **General.**

An investment in Ordinary Shares is only suitable for investors capable of evaluating the risks (including the risk of capital loss) and merits of such investment and who have sufficient resources to sustain a total loss of their investment. An investment in Ordinary Shares should be seen as long-term in nature and complementary to investments in a range of other financial assets as part of a diversified investment portfolio. Accordingly, typical investors in the Enlarged Group are expected to be institutional investors, private client fund managers and private client brokers, as well as private individuals who have received advice from their professional advisers regarding investment in Ordinary Shares and/or who have sufficient experience to enable them to evaluate the risks and merits of such investment themselves.

### **Share price volatility and liquidity.**

Following Admission, the market price of the Ordinary Shares may be subject to wide fluctuations in response to many factors, including stock market fluctuations and general economic conditions or changes in political sentiment that may substantially affect the market price of the Ordinary Shares irrespective of the Enlarged Group's actual financial, trading or operational performance. These factors could include the performance of the Enlarged Group, large purchases or sales of the Ordinary Shares (or the perception that the same may occur, as, for example in the period leading up to the expiration of the restrictions contained in the Rule 7 Lock-in Agreement), legislative changes and market, economic, political or regulatory conditions.

The share price for publicly traded companies, including those on AIM, can be highly volatile and shareholdings illiquid. Admission to AIM should not be taken as implying that a liquid market for the Ordinary Shares will either develop or be sustained following Admission. Active, liquid trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors. The liquidity of a securities market is often a function of the volume of the underlying shares that are publicly held by unrelated parties. If a liquid trading market for the Ordinary Shares does not develop, the price of the Ordinary Share may become more volatile, and it may be more difficult to complete a buy or sell order for such Ordinary Shares.

The price at which the Ordinary Shares will be quoted and the price which investors may realise for their shares will be influenced by a large number of factors, which could include, but not limited to, the

performance of both the Enlarged Group and its competitors' businesses, variations in the operating results of the Enlarged Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, large purchases or sales of Ordinary Shares, legislative changes and general economic, political and regulatory conditions. Prospective investors should be aware that the value of an investment in the Enlarged Group may go down as well as up. Investors may therefore realise less than, or lose all of, their investment.

The market price of the Ordinary Shares may not reflect the underlying value of the Enlarged Group. Potential investors should be aware that the value of shares and the income from them (if any) can go down as well as up and that investment in a share which is traded on AIM might be less realisable and might carry a higher risk than a share quoted on the Official List.

#### **Investment in AIM traded securities.**

The Ordinary Shares will be traded on AIM rather than admitted to the Official List. The AIM market is designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The rules of AIM are less demanding than those admitted to the Official List and an investment in shares traded on AIM may carry a higher risk than an investment in shares admitted to the Official List. In addition, the market in shares traded on AIM may have limited liquidity, making it more difficult for an investor to realise its investment on AIM than to realise an investment in a company whose shares are admitted to the Official List. Investors should, therefore, be aware that the market price of the Ordinary Shares may be more volatile than that of shares admitted to the Official List and may not reflect the underlying value of the net assets of the Enlarged Group. Investors may, therefore, not be able to sell at a price which permits them to recover their original investment and could lose their entire investment.

#### **There is no guarantee that the Enlarged Group will maintain its admission to AIM.**

The Enlarged Group cannot assure investors that the Enlarged Group will always retain admission to AIM. If it fails to retain this, certain investors may decide to sell their shares, which could have an adverse impact on the price of the Ordinary Shares. Additionally, if in the future the Enlarged Group decides to obtain a listing on another exchange in addition to AIM, the level of liquidity of the Ordinary Shares traded on AIM could decline.

#### **Dilution of Shareholders' interest as a result of additional equity fundraisings.**

Although the Enlarged Group's current business plan does not involve the issuance of Ordinary Shares other than in connection with the Placing, the Acquisition and the Fee Shares, it is possible that the Directors and the Enlarged Group may decide to issue, pursuant to a public offer or otherwise, additional Ordinary Shares in the future at a price or prices higher or lower than the Issue Price. An additional issue of Ordinary Shares by the Company, or the public perception that an issue may occur, could have an adverse effect on the market price of Ordinary Shares and could dilute the proportionate ownership interest and the proportionate voting interest of Shareholders if, and to the extent that, such an issue of Ordinary Shares is not effected on a pre-emptive basis or Shareholders do not take up their rights to subscribe for further Ordinary Shares under a pre-emptive offer. Shareholders may also experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares.

#### **Dividends.**

The Enlarged Group's current policy is to retain future distributable profits and only recommend dividends when appropriate and practicable. There can be no assurance as to the level of future dividends (if any) that may be paid by the Enlarged Group or, in light of the accrued losses of the Enlarged Group, of the ability to pay dividends. Any determination to pay dividends in the future will be a decision for the New Board (and will be subject to applicable laws and generally accepted accounting principles from time to time, and other factors the New Board deems relevant). The payment of a dividend may also require consent under the terms of the Enlarged Group's lending and grant agreements, and there is no guarantee that the relevant lenders or grant awarding body will give consent to the payment of a dividend.

**It should be noted that the risk factors listed above are not intended to be exhaustive and do not necessarily comprise all of the risks to which the Company or the Enlarged Group is, or may be, exposed to or all those associated with an investment in the Enlarged Group. There may be additional risks and uncertainties that the Directors do not currently consider to be material or of which they are currently unaware, which may also have an adverse effect upon the Enlarged Group.**

## PART III

### OVERVIEW OF REGULATORY ENVIRONMENT IN RELATION TO THE PROJECTS

#### 2.1. OVERVIEW OF THE RELEVANT DRC LEGAL FRAMEWORK

In accordance with the DRC's mining legislation, there are two main types of mining licences: the exploration licences (permis de recherche or PR) and the exploitation licences (permis d'exploitation or PE). Other types of licences include most notably the small mine exploitation licences (permis d'exploitation de petite mine or PEPM). The principal characteristics of a PR, PE and PEPM, as well as the requirements for the entity holding them (the Licence Holder), are the following:

##### 2.1.1. **PR**

###### (a) *Eligibility*

PRs can be held by DRC or foreign legal entities whose corporate purpose (as formulated in their articles of association) exclusively relates to mining activities. In order to obtain an exploration permit, foreign companies are required to elect domicile with a DRC "mining agent". (In practice, the DRC Mining Cadastre prefers for PRs to be held by DRC entities rather than foreign entities.)

###### (b) *Licence Holder's rights under the PR*

The PR confers upon its holder the exclusive right to carry out, within the perimeter for which it is granted and during its validity period, the exploration works for mineral substances for which such licence is granted (as well as the associated substances if the Licence Holder requests the extension of the PR thereto).

However, the Licence Holder cannot initiate works on the land without having obtained the prior approval of its mitigation and rehabilitation plan by the Environmental Protection Directorate of the Ministry of Mines and the Congolese agency responsible for the protection of the environment.

The Licence Holder is authorised to collect samples of mineral substances within the perimeter being the subject of its PR for industrial analyses or testing in the laboratory or plant of its choice, within the DRC. The Licence Holder may also send collected samples overseas for analyses or testing, provided that it has obtained an exit authorisation issued by the Geology Directorate of the DRC Ministry of Mining.

Any sample collected in the framework of the PR is the property of the DRC State.

Finally, if following the exploration works the Licence Holder discovers an economically mineable deposit, the PR confers upon the Licence Holder the right to obtain a PE for all or part of the mineral substances being the subject of the PR and associated substances within the surface area covered by the PR.

In that regard, the "economically mineable" character of a deposit will need to be indicated by a feasibility study, which can be drawn up by the Licence Holder and/or by an approved consultancy bureau. The feasibility study is then examined by the feasibility study assessment commission set up by the Minister of Mines. Finally, the feasibility study will be validated or rejected by the Minister of Mines.

The Licence Holder may request that all or part of its PR be transformed into a PE. Similarly, the holder of several PRs may request that all or part of its PRs be transformed into a single PE. Any such type of transformation will be subject to the same requirements as set forth under Section 2.1.2(b).

(c) *Limitations*

A single PR may not cover a perimeter that is larger than 400 square kilometres. In addition, a Licence Holder (together with its affiliates) may not hold more than 50 PRs in total.

(d) *Annual surface rights*

The annual surface rights for a PR amount to USD 14.96 per carré (one carré equalling approximately 85 hectares or 0.85 km<sup>2</sup>) for the first two years of the PR's first validity period, USD 154.98 per carré for the remaining years of the PR's first validity period, and USD 254.80 per carré after renewing the PR.

(e) *Duration*

Each PR is issued for a period of five years, renewable once for the same term (such renewal subject to *inter alia* relinquishing at least 50 per cent. of the surface area, for which the Licence Holder can select the surface area).

The PR expires on the last day of its validity period unless it has been renewed or a request for transformation into a PE has been filed with the competent authority before or on that day. Upon expiration of the PR, the perimeter covered by the PR is free of any rights.

When the PR expires, the DRC Mining Cadastre immediately notifies the holder of the expiry of its right.

However, after the expiry of the PR, the Licence Holder is not relieved from its environmental rehabilitation responsibilities.

## 2.1.2. **PE**

(a) *Eligibility*

Contrary to the PRs, there is no possibility to elect domicile with a DRC "mining agent" for PEs. As such, only DRC companies can hold PEs. The DRC company's corporate purpose must exclusively relate to mining activities and a fixed 10 per cent. stake of the mining company must be transferred to the DRC State free from any consideration upon the granting of the PE.

Furthermore, a DRC natural (not legal) person must hold a 10 per cent. stake in the share capital of the DRC company holding the PE. However, this obligation is often not complied with (and not sanctioned) in practice, and instead only raised by the DRC State during the discussions relating to the number of directors it may appoint based on its 10 per cent. stake in the company (for which there are no specific legal requirements).

(b) *Transformation procedure of a PR into a PE*

In order to obtain the conversion of a PR into a PE, the holder of a PR must submit its request to the DRC Mining Cadastre accompanied by all the relevant documents (including *inter alia* the valid PR). In its application for a PE, a Licence Holder must:

- demonstrate through a feasibility study the existence of an economically workable ore deposit and sufficient financial capacity for the development, construction and exploitation of a mine;
- submit a technical and financial study, including a rehabilitation plan that must include a financial guarantee to carry out the rehabilitation and must specify each type of financing, the sources of financing targeted, and justifications for their likely availability, it being specified that the share capital contributed by the applicant may not be less than 40 per cent. of the financial resources (although it is established practice to not apply this 40 per cent.-requirement, moreover, Congolese law does not provide for any sanctions in the event of non-compliance with this requirement);
- submit for prior approval an environmental and social impact study (ESIS) and an environmental and social management plan (ESMP);

- offer commitments to respect its obligations toward local communities, which will differ from case to case depending on the local context;
- offer commitments to process and manufacture minerals in the DRC and provide proof of the capacity thereto;
- to the extent the applicant did not form a joint venture with a state-owned company that already holds the necessary permits, transfer a mandatory 10 per cent. stake of its share capital to the DRC State free from any consideration upon the grant of the PE, which must be free of all encumbrances and non-dilutable;
- if a separate mine or mining project is covered by the PR, create an affiliated company in which the applicant holds at least 51 per cent. of the shares to apply for a separate PE for the separate mine or mining project; and
- submit proof that it complied with the obligations to maintain its PR, which comprises proof of certification of commencement work duly issued by the DRC Mining Cadastre and proof of payment of the annual surface fees.

Upon submission of the Licence Holder's request to the DRC Mining Cadastre:

- within 20 working days of submission of the application, the DRC Mining Cadastre formulates an advice, which, if favourable, the DRC Mining Cadastre sends to the Directorate of Mines;
- afterwards, within 60 working days of the date of receipt of the application file sent by the DRC Mining Cadastre, the Directorate of Mines conducts a technical investigation, which, if favourable, the Directorate of Mines then sends to the permanent evaluation committee consisting of the Congolese agency responsible for the protection of the environment, the National fund for promotion and social services, and the Department for the protection of the mining environment;
- subsequently, within 6 months of the date of receipt of the application file sent by the Directorate of Mines, the permanent evaluation committee, conducts an environmental study, which, if favourable, it sends it to the Minister of Mines; and
- finally, within 30 working days of the date of the receipt of the application file sent by the permanent evaluation committee, the Minister of Mines grants the PE (or does not take a decision within that time, which will be considered a grant of the PE).

After the PE is granted, upon request of the applicant, the DRC Mining Cadastre will register and deliver the PE to the applicant. However, if the DRC Mining Cadastre does not register the PE within 5 working days of the applicant's request, the applicant may seize the territorially competent tribunal de grande instance to obtain a judgment equivalent to the PE. The applicant must seize the territorially competent tribunal de grande instance within 8 working days of the 5-day period. At the first audience, the tribunal de grande instance examines the file, verifying that all the required advice has been obtained in accordance with the procedure described above, before taking the case into deliberation. A judgement is rendered within 3 days of the deliberation. In its judgment, the tribunal de grande instance (i) finds that there is no decision granting the PE and (ii) orders the DRC Mining Cadastre to issue the PE. According to DRC law, even if the DRC Mining Cadastre does not issue the title, the judgment itself is equivalent to a mining title. In practice, this procedure could take between one and two months, taking into account the judicial delays that are often recurrent in the DRC context.

If there is an unfavourable advice at any stage in the above procedure, it is sent to the Minister of Mines, who refuses the permit within 30 working days of receiving the unfavourable advice.

(c) *Licence Holder's rights under the PE*

The PE confers upon its holder the exclusive right to carry out, within the perimeter for which it is granted and for the duration of its validity period, the exploration, development, construction and exploitation works targeting the mineral substances for which the permit is granted and the associated or non-associated substances if it has requested the extension thereto. It may, furthermore, without limitation:



- enter the exploitation perimeter to proceed to the mining operations;
- build the facilities and infrastructure required for mining exploitation;
- use the water and wood resources within the mining perimeter for the purposes of the mining exploitation, in compliance with the standards set in the ESIS and ESMP;
- freely dispose of, transport and market its tradeable products originating from the exploitation perimeter;
- proceed to the concentration, metallurgical or technical treatment operations for the mineral substances extracted from the deposit within the exploitation perimeter; and
- proceed to the works for the extension of the mine.

The Licence Holder is required to process and transform the mineral substances it mines within the DRC territory.

(d) *Limitations*

The PE may cover a perimeter the size of and/or the part of the PR from which it derives. A Licence Holder, together with its affiliates, may not hold more than 50 PEs in total.

(e) *Annual surface rights*

The annual surface rights for a PE amount to USD 2,499.54 per carré.

(f) *Duration*

The term of the validity of the PE is 25 years, renewable for successive periods of 15 years.

### 2.1.3. **PEPM**

A specific type of mining right is the PEPM (for which a DRC company's corporate purpose must also exclusively relate to mining activities). A PEPM can be obtained if:

- the amount of investment required is limited to maximum USD 2,000,000 over the span of the PEPM;
- the exploitable reserves do not exceed a period of 10 years; and
- extraction, transport and mineral treatment operations are sufficiently mechanised.

Although legally a 10 per cent. stake of the Licence Holder must be transferred to the DRC State upon the granting of the PEPM, this is not applied in practice. However, unlike a PE holder, at least 25 per cent. of the share capital of a PEPM holder must be held by a natural person of Congolese nationality.

A PEPM provides the same rights as a PE.

Unlike a PE, the annual surface rights for a PEPM amount to USD 1,149.77 per carré.

Unlike a PE, the term of validity of the PEPM is 5 years, renewable once for the same period, although exceptionally the Minister of Mines can prolong the duration of the PEPM beyond 10 years.

A PEPM can be converted into a PE if and when the technical conditions of the deposits (minerals, operations, etc.) allow for economically viable large-scale mining. The conversion of a PEPM into a PE is the same as the application procedure for an PE, which is set forth above in Section 2.1.2.b.

#### 2.1.4. **Main obligations regarding mining rights**

A Licence Holder must comply with obligations to maintain the validity of its mining rights as well as a variety of other obligations.

##### (a) *Obligations to maintain the validity of the mining rights*

First and foremost, a Licence Holder must comply with obligations to maintain the validity of its mining rights, a violation of which would lead to the forfeiture thereof.

To maintain the validity of a PR, a Licence Holder must:

- submit an environmental rehabilitation and mitigation plan to the Mining Cadastre before starting any exploration activity;
- start exploration work within one year of the delivery of the PR to the Licence Holder; and
- pay the annual surface rights.

To maintain the validity of a PE or a PEPM, a Licence Holder must:

- start exploitation and construction work within one year of the delivery of the PE or PEPM to the Licence Holder;
- pay the annual surface rights; and
- draft a local community plan at the latest six months before the start of exploitation, and respect the obligations therein going forward. In this regard, to prepare the local community plan, the Licence Holder must negotiate with the local community, leading to the signing by the Licence Holder and the local community proceed of the local community plan. The local community plan is then forwarded within 30 days of signature to the Department of Mines who must issue its opinion on the local community plan within 45 days of receipt of the local community plan. The Department of Mines must forward the local community plan and its opinion to the provincial governor, who decides whether or not to approve it.

Specifically for the validity requirements of starting certain works, it is important to note that the law imposes separate obligations for (i) holders of a PR, which must start certain exploration works to obtain a commencement of work certificate; and (ii) holders of a PE or PEPM, which must start certain development and construction works (which are different from exploration works) to obtain a commencement of work certificate. The “trigger” is the holding of a certain licence (i.e., PR or PE/PEPM), implying that a Licence Holder that obtained a commencement of work certificate for a PR, must subsequently also obtain the next certificate when the PR is transformed to a PE or PEPM.

##### (b) *Other obligations*

In addition, a Licence Holder must comply with a variety of other obligations, even though a violation of any obligation other than the validity obligations mentioned above can “only” lead to fines and suspensions.

A Licence Holder must for instance respect the obligations regarding its environmental plans.

It must also respect the labour legislation, including for instance the caps on foreign workers and minima of DRC workers depending on the project phase and the job position as well as the obligation to train Congolese workers.

Furthermore, a Licence Holder must respect health and safety legislation, including for instance the obligation to submit its safety guidelines to the Directorate of Mines or to take preventive measures to protect its workers and the environment from radioactivity. The mining legislation contains particular obligations regarding air quality, temperature, noise, hazardous products, classic security measures, and working in small places.

From an operational perspective, a Licence Holder must construct and maintain all necessary infrastructure related to its mining rights. It must further create and maintain specific registries,

journals, reports and publications regarding its operations. It must also allow inspections by the relevant DRC authorities.

For completeness, please note that a Licence Holder has absolute liability for damages caused to any person, property or the environment as a result of its mining activities, even in the absence of any fault or negligence. It is required to repair any damages. Actions for compensation for damages caused by mining activities are imprescriptible.

#### 2.1.5. ***Transfer of mining rights and change of control***

All mining rights in the DRC are conveyable. A total or partial transfer is allowed and is subject to the common legal provisions on transfers.

##### (a) *The transfer procedure for PRs*

For PRs, the transfer procedure is the following:

- the transfer request must be deposited with the DRC Mining Cadastre;
- within 20 workdays of the transfer request being deposited, the Directorate of Mines will conduct a technical investigation, to verify:
  - the financial capacity of the transferee;
  - whether the transferee takes over the obligations related to the PR and the obligations of the transferor; and
  - if applicable, to determine that any changes by the transferee to the documents based on which the PR was granted do not modify any technical conclusions regarding the project; and
- finally, within 10 workdays of the receipt of the technical advice, the Minister of Mines must approve or refuse the transfer (or does not take a decision within that time, which will be considered an approval of the transfer).

After the transfer is approved, the DRC Mining Cadastre will register it after payment of a registration tax amounting to 1 per cent. of the transfer price to be paid by either the transferor or transferee. The transfer is only opposable to third parties after registration.

However, if the DRC Mining Cadastre does not register the transfer within 5 working days of the request submitted by the transferor or the transferee, the applicant may seize the territorially competent tribunal de grande instance to obtain a judgment equivalent to the transfer (following the same procedure as set forth under Section 2.1.2.b.).

##### (b) *The transfer procedure for PEs and PEPMs*

For PEs and PEPMs, the transfer procedure is the following:

- the transfer request must be deposited with the DRC Mining Cadastre;
- within 20 workdays of the transfer request being deposited, the Directorate of Mines will conduct a technical investigation, to verify:
  - the financial capacity of the transferee;
  - whether the transferee takes over the obligations related to the PE or PEPM and the obligations of the transferor; and
  - if applicable, to determine that any changes by the transferee to the documents based on which the PE or PEPM was granted do not modify any technical conclusions regarding the project;
- afterwards, within 30 workdays of the date of receipt of the application file, the Congolese agency responsible for protecting the environment will conduct an environmental investigation, to verify whether the obligations from the ESMP are respected; and
- finally, within 10 workdays of the date of receipt of the application file (containing the cadastral notice, the technical notice and the environmental notice), the Minister of Mines

must approve or refuse the transfer (or does not take a decision within that time, which will be considered an approval of the transfer).

After the transfer is approved, the DRC Mining Cadastre will register it after payment of a registration tax amounting to 1 per cent. of the transfer price to be paid by the transferor or transferee. The transfer is only opposable to third parties after registration.

However, if the DRC Mining Cadastre does not register the transfer within 5 working days of the request submitted by the transferor or the transferee, the applicant may seize the territorially competent tribunal de grande instance to obtain a judgment equivalent to the transfer (following the same procedure as set forth under Section 2.1.2.b.).

(c) *Conditions for the transfer of mining rights*

Upon the transfer, the transferor must remain responsible for its environmental obligations of before the transfer.

In addition, the transferee must:

- be a person who is eligible to apply for and hold the mining rights (including, for the transfer of a PEPM, the 25 per cent. shareholding requirement for a natural person of Congolese nationality);
- fulfil the requirements to obtain the mining rights; and
- in the case of a partial transfer, respect the form and location of the mining perimeters covered by the transferred mining rights.

(d) *Change of control rules*

For a PE (but not a PR or PEPM), the rules on change of control will apply in the event that the investment is made through the acquisition of the DRC company holding a PE itself or its holding company.

More specifically, according to such rules, a change of control in the company holding a PE, as well as a change of control via any change in the shareholding of the company controlling a subsidiary that is a shareholder of the company holding the PE, requires the prior approval of the DRC State.

**PART IV**  
**COMPETENT PERSON'S REPORT**

Specialist Consultants to the Mining Industry

## Independent Technical Report for the Exploration Assets at the Bisie North Base Metals Project, Democratic Republic of Congo

Prepared by The MSA Group (Pty) Ltd for:

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Pathfinder Minerals Plc  
35 Berkeley Square  
London, W1J 5BF

The Directors  
Allenby Capital Limited  
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London EC3A 6AB

Mineral Resources  
reporting ISO 9001

exploration  
environmental  
Mining Studies

Due Diligence

**Prepared By:**

Jeremy C Witley (CP) Pr. Sci. Nat.

**Reviewed By:**

Wendy M Keiller Pr. Sci. Nat.

**Effective Date:** 08 April 2024

**Report Date:** 04 July 2024

**MSA Project No.:** J4899



## **IMPORTANT NOTICE**

*The MSA Group (Pty) Ltd ("MSA" or the "MSA Group") is acting as Pathfinder Minerals Plc's ("Pathfinder") Competent Person ("CP") as defined by the rules of the London Stock Exchange, governing the admission of securities to AIM (the "AIM Rules") and the "Guidance Note for Mining, Oil and Gas Companies" issued by AIM Regulation of the London Stock Exchange in June 2009 as updated 21 July 2019 ("AIM Guidance Note") in relation to Pathfinder's proposed acquisition of the entire issued and to be issued share capital of Rome Resources Ltd ("Rome Resources") which constitutes a "reverse takeover" under the AIM Rules.*

*As instructed, the MSA Group has prepared an independent Competent Person's Report in respect of the Enlarged Group's assets in connection with the proposed admission of the Enlarged Group's ordinary shares and application for admission to trading on AIM of the London Stock Exchange Plc (the "London Stock Exchange") of the entire issued share capital of the Enlarged Group ("Admission").*

*This report was prepared as a National Instrument NI 43-101 Technical Report and in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Mineral Exploration Best Practice Guidelines of 2018 and reported in accordance with the 2014 CIM Definition Standards. The report is addressed to Pathfinder Minerals PLC and Allenby Capital Limited ("Allenby Capital Limited") by the MSA Group (Pty) Ltd, South Africa. The result of this report has been also presented in accordance with the requirements of the AIM Rules, in particular as described in the guidelines on the scope and content of a Competent Person's Report ("CPR") as set out in the AIM Guidance Note for the purpose of publication in an AIM admission document.*

*The quality of information, conclusions and estimates contained herein is consistent with the level of effort involved in MSA's services, based on: i) information available at the time of preparation, ii) data supplied by outside sources, and iii) the assumptions, conditions, and qualifications set forth in this report. This report is intended for use by Pathfinder and Allenby Capital subject to the terms and conditions of its contract with MSA. Except for the purposes legislated under Canadian provincial securities law, any other uses of this report by any third party is at that party's sole risk.*



### CERTIFICATE OF QUALIFIED PERSON

I, Jeremy Charles Witley do hereby certify that:

1. I am a Principal Mineral Resource Consultant of:  
The MSA Group (Pty) Ltd  
Henley House, Greenacres Office Park,  
Victory Park, Randburg, 2195  
South Africa.
2. This certificate applies to the technical report titled "Independent Technical Report for the Exploration Assets at the Bisie North Base Metals Project, Democratic Republic of Congo, that has an effective date of 08 April 2024 and a report date of 08 April 2024 (the Technical Report).
3. I graduated with a BSc (Hons) degree in Mining Geology from the University of Leicester in 1988. In addition, I obtained a Master of Science degree in Engineering from the University of Witwatersrand in 2015.
4. I am a registered Professional Natural Scientist (Geological Science) with the South African Council for Natural Scientific Professions (SACNASP) and I am a Fellow of the Geological Society of South Africa.
5. I have worked as a geologist for a total of 35 years. I have worked in a number of roles, including senior management, in mine geology, exploration projects and Mineral Resource management. I have conducted Mineral Resource estimates, audits and reviews for a wide range of commodities and styles of mineralization including tin and polymetallic base metal sulphide deposits.
6. I have read the definition of "Qualified Person" set out in National Instrument 43-101 (NI 43-101) and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfil the requirements to be a "Qualified Person" for the purposes of NI 43-101.
7. I have also read the definition of "Competent Person" set out in the AIM Guidance Note and certify that by reason of my education, affiliation with a professional association (the South African Council for Natural Scientific Professions), as a member in good standing (as defined in the AIM Guidance Note) and past relevant work experience, I fulfil the requirements to be a "Competent Person" for the purposes of the AIM Guidance Note.
8. I visited the Bisie North Base Metals Project property for 4 days from 18 to 21 March 2024.
9. I am responsible for the preparation of all items of the Technical Report.
10. I have not had prior involvement with the property that is the subject of the Technical Report.
11. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.
12. I am independent of the applicant according to the definition of independence described in section 1.5 of National Instrument 43-101.
13. I am also independent of Pathfinder, Rome Resources, their respective directors and senior management as well their advisers according to the definition of independence described in the AIM Guidance Note.
14. I have read National Instrument 43-101 and Form 43-101F1 and, as of the date of this certificate, to the best of my knowledge, information and belief, those portions of the Technical Report for which I am responsible have been prepared in compliance with that instrument and form.

15. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.

Dated this 08<sup>th</sup> Day of April 2024.

"signed and stamped" (Jeremy Charles Witley, Pr. Sci. Nat)



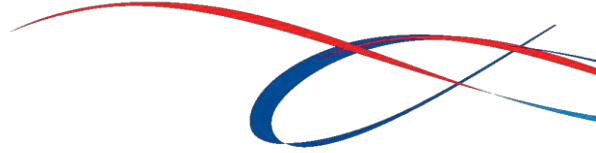
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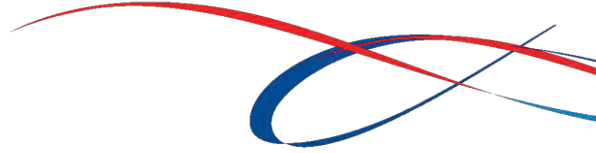


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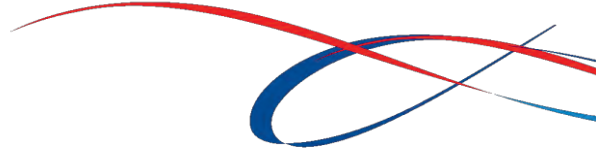


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**Appendix 1 : Glossary of abbreviations and technical terms**





# 1 EXECUTIVE SUMMARY

## 1.1 Property Ownership and Description

Pathfinder Minerals PLC is a natural resources investment company focussed on mining and exploration projects in the sub-Saharan Africa and Central Asia regions. As of the Report date, Pathfinder has signed a term sheet detailing the acquisition of Toronto listed Rome Resources Ltd, a Canadian based exploration company. Rome Resources owns interests in:

1. Bisie North within the exploration licence PR15130, and
2. Bisie Northeast, a small-scale exploitation licence PEPM13274.

Collectively "the Bisie North Base Metals Project" or "the Project."

This Report has been prepared in connection with the proposed admission of the Enlarged Group's ordinary shares and application for admission to trading on AIM of the London Stock Exchange of the entire issued share capital of the Enlarged Group. This report has also been prepared to comply with disclosure and reporting requirements set forth in Canadian National Instrument 43-101, Companion Policy 43-101CP, Form 43-101F1 and the 'Standards of Disclosure for Mineral Projects' of January 2006. Furthermore, in preparing this Independent Technical Report, MSA has complied with requirements set forth in the AIM Guidance Note and the term "Competent Person" has been substituted for the term "Qualified Person" (as defined by Canadian National Instrument 43-101). The CP is satisfied that the exploration has been carried out in accordance with the guidelines of the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Mineral Exploration Best Practice Guidelines of 2018 and reported in accordance with the 2014 CIM Definition Standards.

Rome Resources' first interest is an indirect 51.5 per cent. beneficial interest in PEPM13274 which is currently directly 100 per cent. legally held by *Investissement et Développement Immobiliers SARL* ("IDI"). Rome Resources' second interest is an indirect 51 per cent. beneficial interest in PR15130, which is currently 100 per cent. directly legally owned by Palm Constellation. Together, the licences PR15130 and PEPM13274 (together the "Project") cover a rectangular area of approximately 38 km<sup>2</sup>.

As at the date of this document, Serge Nawej Tshitembu, proposed non-executive director of Pathfinder, owns 100% of PALM. Palm owns 100% of PR15130. Mark Richard Gasson, Executive Chair of Pathfinder, owns 20.54 million ordinary shares in Rome Resources.

The Project is located in the Walikale District of the North Kivu Province in the eastern Democratic Republic of Congo (DRC). The permit areas are only accessible on foot or by helicopter due to the surrounding dense jungle vegetation and steep terrain. All basic consumables are sourced from the nearby towns of Osokari (30 km to the south-southeast) or Walikale (60 km to the southeast). Travel to the cities of Goma and Bukavu is approximately one hour by helicopter. Alphamin Resource Corporation's Bisie mining camp is located 8 km to the southeast in a straight line.

## 1.2 Geology and Mineralisation

The regional Project area forms part of an inter-cratonic collision zone within the Kibaran / Karagwe-Ankole orogenic belt. The tin-rich granites intruded Mesoproterozoic rocks, composed



predominantly of micaceous schists and phyllites, as well as Palaeoproterozoic rocks composed mainly of dolomites, quartzites, mica schists and gneisses of the Ruzizian and Ante-Ruzizian units.

The northern Project area is underlain by shales and a metasedimentary unit and minor volcanic bands occur towards the northeast. The central portion of the Project area is dominated by a meta-volcanic unit and minor micaceous schists, quartzites and phyllites forming an open fold that appears to drape around the northern edge of a granitic pluton towards the south of the Project area. Major wrench faulting and regional jointing occurs throughout the Project area.

The Bisie North Base Metals Project is interpreted as a base-metals bearing vein system adjacent to an underlying granite from which the mineralising fluids are thought to have originated. The cassiterite (a tin oxide) and base metal sulphide mineralisation (including copper, zinc, lead and silver) is hosted within a variety of micaceous schists, which are heavily chloritised within and immediately adjacent to the mineralised zones.

Three prospective areas have been identified to date; Mont Agoma, Mont Agoma Northwest and Kalayi. Historical artisanal workings for cassiterite occur at Mont Agoma Northwest and small scale artisanal mining, also for cassiterite, is underway at Kalayi Boeing. The Mont Agoma mineralisation is polymetallic with extensive zones of copper-, zinc- and minor lead-sulphide, silver and tin mineralisation. No previous mining is known to have occurred at Mont Agoma.

### **1.3 Exploration Status**

An exploration camp has been established in the project area, which is fully equipped to carry out exploration including diamond drillhole processing.

Two soil sampling programmes were conducted in 2021 and 2022 to identify and delineate tin anomalies. A high grade tin in soil anomaly (above 80 ppm Sn) of 800 m strike was delineated at Kalayi, with anomalous tin (above 40 ppm Sn) occurring over approximately 2,000 m. At Mont Agoma, a high grade tin in soil anomaly was identified over 1,000 m in strike within which tin in soil grades reach values of >500 ppm over approximately 400 m. Both anomalies were followed up by diamond drilling.

A total of 24 diamond drillholes were collared at the Project by Rome; eighteen at the Mont Agoma prospect; four at the Kalayi prospect; and two at the Mont Agoma Northwest target. Three of the drillholes collared at Mont Agoma were abandoned at depths of less than 50 and were redrilled for a total of 15 completed holes. The drilling is preliminary in nature aimed at investigating the mineralisation beneath the artisanal workings or under the extensive geochemical anomaly at Mont Agoma.

At Kalayi, a single line of four drillholes was completed, aimed at investigating mineralisation below artisanal workings. Two of the holes intersected significant tin in cassiterite mineralisation associated with silicification in narrow shear zones.

Extensive massive and semi-massive base metal sulphide zones were intersected in the majority of the drillholes at Mont Agoma, together with significant tin in cassiterite intercepts within or proximal to the sulphide zones.



No significant mineralisation was intersected in either of the two holes drilled at Mont Agoma Northwest.

Selected high-grade diamond drilling intersections are as follows:

- KBDD002: 2.5 m at 2.6% Sn from 79.0 m
- KBDD003: 12.5 m at 1.05% Sn from 40.5 m
- KBDD003: 3.0 m at 1.92% Sn from 70.0 m
- MADD002: 4.4 m at 1.02% Sn and 0.1% Cu from 36.0 m
- MADD004: 11.25 m at 0.51% Sn, 0.1% Cu and 0.1 Zn from 5.75 m
- MADD007: 18.0 m at 0.39% Sn and 0.1% Cu from 85.0 m
- MADD009: 5.0 m at 0.66% Sn and 0.1% Cu from 46.0 m
- MADD010A: 41.0 m at 0.12% Sn, 3.5% Cu and 0.6% Zn from 139.0 m
- MADD014: 23.5 m at 0.15% Sn, 2.5% Cu and 1.9% Zn from 73.5 m

MSA considers that the exploration activities have been carried out using reasonable practices for early stage exploration. There are currently no drilling or sampling activities underway at the Project, with current exploration comprising camp maintenance and administration in preparation for future step-out and Mineral Resource delineation drilling.

#### **1.4 Conclusions and Recommendations**

The exploration activities carried out at the Project have been successful in locating extensive tin in soil anomalies at Kalayi and Mont Agoma. Portions of the anomalies have been investigated by diamond drilling which identified significant tin in cassiterite mineralisation at Kalayi and Mont Agoma as well as extensive zones of base metal sulphides with significant grades of copper, zinc, lead and silver. Thick gossans in the oxide zone were intersected in several holes to depths in the order of 100 m below surface, which suggest that the original sulphide mineralisation at Mont Agoma may be thicker than indicated by the drillhole sample grades.

The metal grades of the intersections are of potential economic significance and warrant further drilling. It is recommended that step-out drilling is completed at 100 m spacing along strike and 50 m down dip along the full strike extent of the >80 ppm tin in soil anomaly at both Kalayi and Mont Agoma. Further work at Mont Agoma Northwest should be carried out in future in order to understand the geological nature of the target of the artisanal mining.

The relationship between the base metal sulphide and cassiterite mineralisation is uncertain. Zonation may be an important factor in exploring for this style of mineralisation, and research into the genesis of the mineralisation at the Project is encouraged. Potentially, the thick base metal sulphide mineralisation could represent the fringes of a significant tin mineralised system as at San Rafeal, where the mineralisation transitions from copper-rich and tin-poor near surface to copper-poor and tin-rich at depth.

The Bisie North Base Metals Project properties are considered to represent an “Exploration Project” which is inherently speculative in nature. MSA considers that the properties have been acquired on



the basis of sound technical merit and that the properties are sufficiently prospective, subject to varying degrees of exploration risk, to warrant further resource development. While the exploration to date has resulted in mineralised intersections of thicknesses and grades that are of potential economic interest, there is no guarantee that future exploration will result in the definition of a Mineral Resource.



## 2 INTRODUCTION

On behalf of Pathfinder Minerals PLC and Allenby Capital Limited, The MSA Group (Pty) Ltd has completed an Independent Technical Report for the Bisie North Base Metals Project (“the Project”) located in the North Kivu province in the eastern Democratic Republic of Congo. TSX listed Rome Resources (TSX:RMR) has an indirect 51% interest in the Project and AIM quoted Pathfinder has signed a term sheet in which they propose acquiring the entire issued and to be issued share capital of Rome Resources.

The Bisie North Base Metals Project is an early stage exploration project focussed on tin. The initial phases of exploration, largely including a soil and litho-geochemical sampling programme, were documented in an NI 43-101 Technical Report completed for Rome Resources by Mr S.A. Mawson and Mr A.W. Lines in August 2022. Since August 2022, Rome Resources has completed a diamond drilling programme identifying two areas of mineralisation; Mont Agoma and Kalayi. An initial four diamond drillhole programme at Kalayi intersected high grade tin mineralisation below artisanal workings in two of the holes. At Mont Agoma, at which no artisanal workings are known, 15 diamond drillholes have been completed, which have identified a zone of base metal sulphide mineralisation, containing copper, zinc and silver, with elevated tin grades. The Project is located directly north of Alphamin Resources Corporation’s operating Mpama North mine, which is a high grade tin mine currently producing approximately 3% of the worlds tin supply (<https://www.alphaminresources.com/mpama-north/>).

A site visit to the Project was completed by Mr J.C. Witley from the 18<sup>th</sup> to the 21<sup>st</sup> of March 2024 in order to complete a personal current inspection of the project area and verify the exploration work completed.

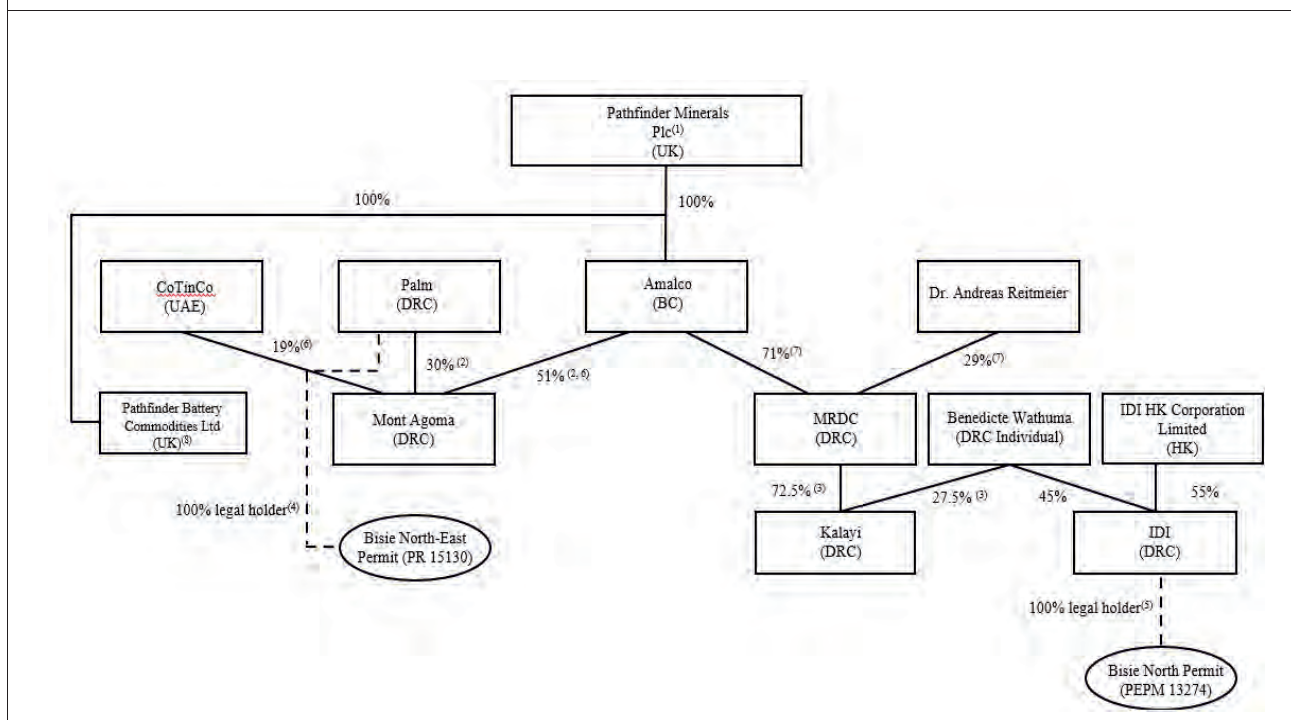
This Report is required for admission to trading on AIM of the London Stock Exchange and has been prepared to comply with disclosure and reporting requirements set forth in Canadian National Instrument 43-101, Companion Policy 43-101CP, Form 43-101F1 and the ‘Standards of Disclosure for Mineral Projects’ of January 2006. Furthermore, in preparing this Independent Technical Report, MSA has complied with requirements set forth in the AIM Guidance Note.

### 2.1 Corporate Structure

Pathfinder Minerals PLC is a United Kingdom-based AIM Rule 15 cash shell, which is in the process of acquiring Rome Resources Ltd. Rome Resources Ltd holds interests in two mineral permits as shown in Figure 2-1, through its interest in the Kalayi Tin and Mont Agoma JV companies. Following completion of the acquisition, it is anticipated that Pathfinder Minerals will change its name to Rome Resources PLC and be re-admitted to trading on AIM.

On Admission, the Enlarged Group’s corporate structure and associated interests in the Projects is anticipated to be as outlined in table 2-1 a.

**Figure 2-1 a**  
**Corporate structure of the Enlarged Group on Admission**



**Source:** Pathfinder Minerals, 2024

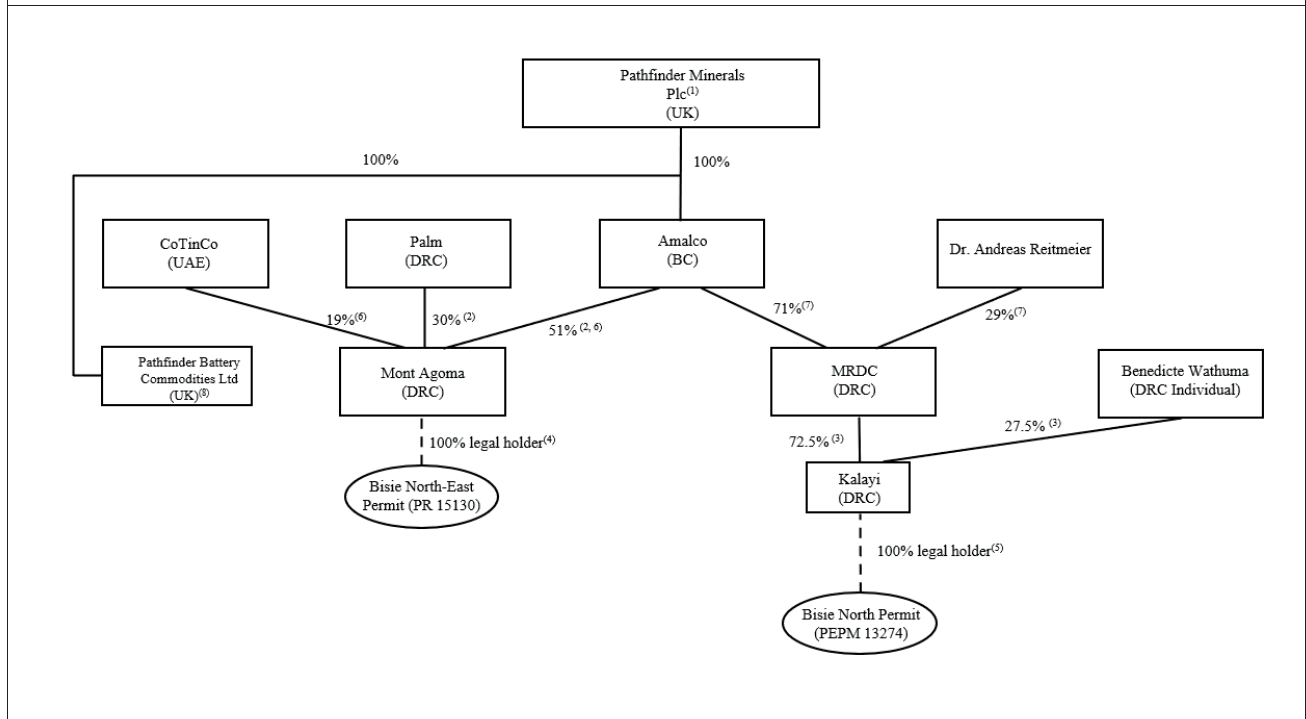
- (1) To be re-named Rome Resources Plc on Admission.
- (2) The Enlarged Group's interest may increase, and Palm's interest correspondingly decrease, by 15% pursuant to the terms of the Palm Term Sheet and the Palm Assignment and Assumption Agreement.
- (3) Pursuant to the MRDC JV Agreement and the MRDC Shareholders' Agreement Term Sheet (required by Pathfinder to be entered into as a condition precedent to completion of the Arrangement Agreement) MRDC's interest may increase, and Benedicte Wathuma's correspondingly decrease, by 7.5%.
- (4) Transfer of PR15130 from Palm to Mont Agoma SARL is pending; until such transfer, Palm is the legal holder of PR15130.
- (5) Transfer of PEPM13274 from IDI to Kalayi Tin SARL is pending; until such transfer, IDI is the legal holder of PEPM13274.
- (6) Pursuant to the Mont Agoma Term Sheet, Amalco and Pathfinder have the option of purchasing an additional 9% interest in Mont Agoma SARL from CoTinCo.
- (7) Pursuant to the MRDC Term Sheet, Amalco and Pathfinder have the option of purchasing an additional 19% interest in MRDC from Dr. Andreas Reitmeier.
- (8) Dormant company.

As at the date of this document, Rome Resources is in the process of restructuring its interests in the Project. In relation to PEPM13274 while Rome Resources' legal interest in relation to MRDC will remain unchanged at 71 per cent., it is anticipated that MRDC will hold a direct 72.5 per cent. legal interest in Kalayi Tin SARL. Kalayi Tin SARL will directly hold a 100 per cent. legal interest in PEPM13274 (the Bisie North Project). The remaining 27.5 per cent. of Kalayi Tin SARL will be owned by Mr. Mumbere Benedicte, satisfying the requirement for a minimum of 25 per cent. Congolese ownership in the permit.

Similarly, in relation to PR15130, Rome Resources is anticipated to hold a 51 per cent. direct legal interest in Mont Agoma SARL, which in turn will hold a 100 per cent. direct legal interest in PR15130 (the Bisie North-East Project).

While the restructuring of the Project has commenced, this remains subject to certain condition precedents.

**Figure 2-2 b**  
**Corporate structure of the Enlarged Group following the proposed restructuring**



- (1) To be re-named Rome Resources Plc on Admission.
- (2) The Enlarged Group's interest may increase, and Palm's interest correspondingly decrease, by 15% pursuant to the terms of the Palm Term Sheet and the Palm Assignment and Assumption Agreement.
- (3) Pursuant to the MRDC JV Agreement and the MRDC Shareholders' Agreement (required by Pathfinder to be entered into as a condition precedent to completion of the Arrangement) MRDC's interest may increase, and Benedicte Wathuma's correspondingly decrease, by 7.5%.
- (4) Following the transfer of PR15130 from Palm to Mont Agoma SARL until such transfer, Palm is the legal holder of PR15130.
- (5) Following the transfer of PEPM13274 from IDI to Kalayi Tin SARL; until such transfer, IDI is the legal holder of PEPM13274.
- (6) Pursuant to the Mont Agoma Term Sheet (assuming it is effective), Amalco and Pathfinder have the option of purchasing an additional 9% interest in Mont Agoma from CoTinCo.
- (7) Pursuant to the MRDC Term Sheet (assuming it is effective), Amalco and Pathfinder have the option of purchasing an additional 19% interest in MRDC from Dr. Andreas Reitmeier.
- (8) Dormant company.

Table 2-1 c declares the interest of directors in the assets concerned.

Table 2-1 c Ownership details		
Name	Position	Ownership
Mark Richard Gasson	Executive Chair	20,540,000 Shares in Rome Resources
Serge Nawej Tshitembu	Proposed Non-Executive Director	Owns 100% of PALM which is currently the sole legal owner of PR15130 (with a 30% beneficial interest). Following the transfer of PR15130 from PALM to Mont Agoma, PALM will hold a 30% shareholding in Mont Agoma.

## 2.2 Principal Sources of Information

MSA has based its review of the Bisie North Base Metals Project on information provided by Rome Resources, including the 2022 NI 43-101 Report and 2023 investor presentation, as well as other





relevant published and unpublished data. Table 2-2 presents a list of the data provided by Rome Resources. Additional information sourced from published and unpublished documents is listed in Section 27 of this Report.

<b>Table 2-2 List of the principal data sources</b>		
<b>File Name / Source</b>	<b>Details</b>	<b>Provided By</b>
Core Photographs	Most cores photographed wet and dry	Rome Resources Data room (Google Drive)
ALS Assay certificates	Full set for all laboratory sample analyses	Rome Resources Data room (Google Drive) and Jamie Anderson (Rome Resources Exploration Manager)
"BN Database.accdb"	Access database	Rome Resources Data room (Google Drive)
"Only matched KB NW Niton Res. xlsx" "To Plot KB SE Infill Matched Niton Results.xlsx" "Niton results final MA 25mx10m Jan 2023.xlsx"	2023 soil sampling portable XRF (pXRF) data	Rome Resources Data room (Google Drive)
"Bisie Nord Tin Project – Channel Sample Data.xls"	Includes 2022 soil sample collars	Jamie Anderson (Rome Resources Exploration Manager)
"Kalay Boing NW Sample pit Niton results Sept 2023.xlsx"	2023 pit collars and pXRF data	Jamie Anderson (Rome Resources Exploration Manager)
"Medidoc_Trench_Masterlog_2023.xlsx"	2023 trench collars and pXRF data	Jamie Anderson (Rome Resources Exploration Manager)
"MI Assay.xlsx"	Includes Sample ID and sample depth for 2023 drillholes	Jamie Anderson (Rome Resources Exploration Manager)
"Mont Agoma_Data Entry Master sheet_Medidoc Ok.xlsx"	Unvalidated Excel database -2023 drillholes	Jamie Anderson (Rome Resources Exploration Manager)

MSA has endeavoured, by making all reasonable enquiries, to confirm the authenticity and completeness of the technical data upon which the Independent Technical Report is based. MSA has relied on the accuracy and completeness of the data provided to it by Rome Resources and Pathfinder Minerals, and that Rome Resources and Pathfinder Minerals made MSA aware of all material information in relation to the Project. MSA relied on Rome Resources and Pathfinder Mineral's representation that it will hold adequate security of tenure on the Project for exploration to proceed.

There has been no material change between the date of provision of the information and the effective date of this Report.

### **2.3 Qualifications, Experience and Independence**

MSA is an exploration and resource consulting and contracting firm, which has been providing services and advice to the international mineral industry and financial institutions since 1983. The



MSA Group is not composed of a sole practitioner. The services provided by the MSA Group have been the subject of an internal review. In addition, the MSA Group is independent of Pathfinder, Rome Resources, its respective directors, senior management and advisers.

This report has been compiled by Mr J.C. Witley and reviewed by Ms W.M. Keiller.

Mr J.C Witley (BSc Hons, MSc (Eng.), Pr. Sci. Nat.) is a professional geologist with 35 years' experience in base and precious metals exploration and mining as well as Mineral Resource evaluation and reporting. He is a Principal Resource Consultant for MSA (an independent consulting company), is a member in good standing with the South African Council for Natural Scientific Professions (SACNASP), is a Fellow of the Geological Society of South Africa (GSSA) and is a Fellow of Professional Society of Independent Experts of the Subsurface Resources (FPONEN), Kazakhstan. Mr Witley has the appropriate relevant qualifications, experience, competence and independence to act as a "Qualified Person" as that term is defined in National Instrument 43-101 (Standards of Disclosure for Mineral Projects) as well as a "Competent Person" as per the requirements of the AIM Guidance Note. Mr J.C Witley is independent of Pathfinder, Rome Resources, their respective directors and senior management as well their advisers according to the definition of independence described the AIM Guidance Note.

Ms W.M. Keiller (BSc Hons, MSc (Eng.), Pr. Sci. Nat.) is a geologist with 12 years' experience in Mineral Resource modelling, estimation and reporting, and mining geology. She is a Mineral Resource Consultant for MSA (an independent consulting company), is registered with the South African Council for Natural Scientific Professions (SACNASP) and is a member of the Geological Society of South Africa (GSSA).

Neither the MSA Group, nor the authors of this report, have or have had previously, any interest in Pathfinder, Rome Resources, Allenby Capital or the mineral properties in which the Enlarged Group has an interest. The relationship between the Competent Person and Pathfinder or Allenby Capital is solely one of professional association between client and independent consultant. This report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way linked to Admission or the value of the Enlarged Group.

## **2.4 Units and Currency**

The International System of Units (SI) is used throughout the Report, and currency information is based on the United States Dollar (USD) unless otherwise stated.

A table summarising Acronyms and Abbreviations used in this Report and a Glossary of Technical Terms, specific to this Technical Report, is included in Appendix 1.

Unless indicated otherwise, all of the coordinates stated in this Report are in Universal Transverse Mercator (UTM) 1984 World Geodetic System (WGS84) datum, with a Zone 35 South projection.



### 3 RELIANCE ON OTHER EXPERTS AND BASIS OF OPINION

The MSA Group has reviewed the information contained within the Admission Document which relates to information extracted from the CPR (specifically in Part 1) and can confirm that to the best of the MSA Group's knowledge that the information presented is accurate, balanced and complete and not inconsistent with the CPR.

The MSA Group has reviewed Part 1 in the Admission Document and confirms that the information extracted directly from the CPR presents a balanced view, appropriately summarised and is not misleading. The results presented herein reflect our informed judgement based on accepted standards of professional evaluations, but is subject to generally recognised uncertainties associated with the interpretation of geological, geophysical and engineering data. The MSA Group has given, and not withdrawn, its written consent to the inclusion of the CPR in the form set out in the Admission Document, with reference to its name being included in the form and context in which they appear and has authorised those parts of the Admission Document which comprises its CPR for the purpose of the Admission Document.

The MSA Group confirms that to the best of its knowledge the information contained in the CPR is accordance with the facts and makes no omission likely to affect its import. The services have been conducted within our understanding of legislation and taxation that currently apply to these Enlarged Group's assets. In preparing this CPR, the MSA Group has used reasonable skill and reasonable care to be expected of a consultant carrying out an independent evaluation and assessment.

The MSA Group confirms that there has been no material change of circumstances or available information since the CPR was compiled or from the Effective Date to the date of this report and we are not aware of any significant matters arising from our evaluation that are not covered by the CPR which might be of a material nature with respect to the proposed Admission. We also confirm that where any information contained in the CPR has been sourced from a third party, such information has been accurately reproduced and, so far as we are aware and are able to ascertain from the information published by that third party, and no facts have been omitted which would render the reproduced information inaccurate or misleading.

This CPR relates specifically to the Project. The CPR is conditional upon various factors and assumptions that are described herein. The CPR, of which this letter forms part, must therefore be read in its entirety. The effective date of this CPR is 8 April 2024 (the "Effective Date").

The MSA Group acknowledges that this CPR may be included in its entirety, or portions of this CPR summarised, in documents prepared by Pathfinder and its advisers in connection with commercial or financial activities and that such documents, together with this CPR, may be filed with any stock exchange and other regulatory body and may be published electronically on websites accessible by the public, including Pathfinder's website.

MSA has not independently verified, nor is it qualified to verify, the legal status of the Project property. The present status of tenements listed in this report is based on information and copies of documents provided by Rome Resources, and the report has been prepared on the assumption that the tenements will prove lawfully accessible for evaluation. These documents include:



- Notification of favourable grant of *Permis d'Exploitation des Petites Mines* (PEPM) No.13274. Relevant to Section 4.2.
- Environmental compliance certificate for the conversion of PR13274 to PEPM13274. Relevant to Section 4.2 and 20.
- Certificate for commencement of research work for PR13274 from the Ministry of Mines Geological and Environmental departments. Relevant to Section 4.2.
- Certificate of approval of the *Plan d'Attenuation et de Réhabilitation* (PAR) for PR13274. Relevant to Section 4.2 and 20.
- Certificate for commencement of research work for PR15130 from the Ministry of Mines Geological and Environmental departments. Relevant to Section 4.2.
- Certificate of approval of the *Plan d'Attenuation et de Réhabilitation* (PAR) for PR15130. Relevant to Section 4.2 and 20.

Neither MSA nor the authors of this report are qualified to provide extensive comment on legal issues associated with project ownership or joint venture agreements (as outlined in Section 2.1). Comment on these agreements is for introduction only and should not be relied on by the reader.

Similarly, neither MSA nor the authors of this report are qualified to provide comment on environmental issues associated with the Project (Section 20).

Yours sincerely,

Mr J.C Witley

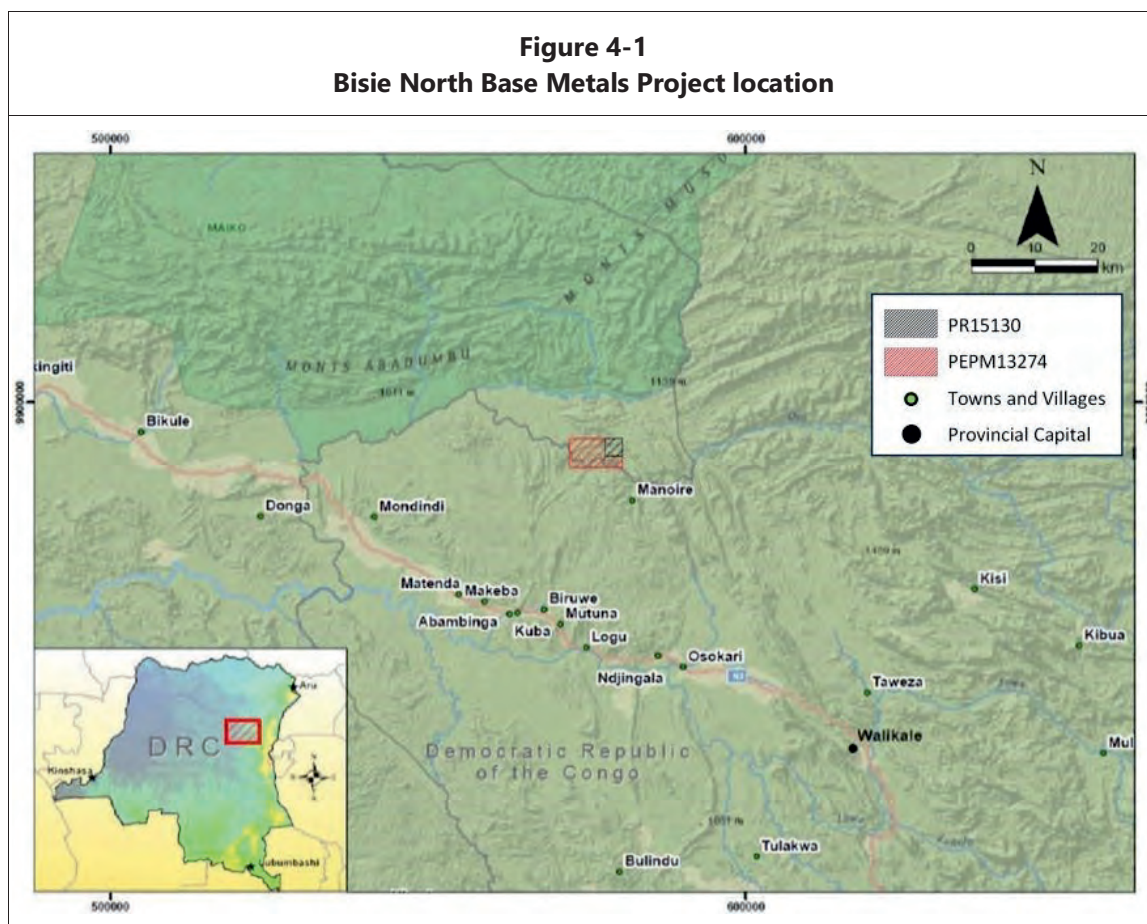


## 4 PROPERTY DESCRIPTION AND LOCATION

### 4.1 Location

The Bisie North Base Metals Project is located in the Walikale Territory of the North Kivu Province in the Democratic Republic of the Congo at a latitude of approximately 0°58'45"S and longitude of approximately 27°41'30"E (Figure 4-1). The Project is located approximately 60 km in a straight line from the town of Walikale (Walikale Territory administrative headquarters) which is situated between the towns of Bukavu and Lubutu in the valley of the river Lova. The Project is approximately 155 km northwest of the city of Goma and approximately 205 km northwest of the city of Bukavu. Alphamin's Mpama North tin mine is approximately 8 km in a straight line from the Project's exploration camp.

The Project area is comprised of *Permis d'Exploitation des Petites Mines* PEPM13274 (a small scale mining permit converted from PR13274) and *Permis de Recherches* PR15130 (exploration permit) which together cover a rectangular area of 38.43 km<sup>2</sup>.



*Source:* Adapted from Mawson and Lines, 2022

### 4.2 Mineral Tenure, Permitting, Rights and Agreements

Table 4-1 provides a summary of the status of the permits relevant to the Project.



**Table 4-1**  
**Summary Table of Assets(Exploration / Mining Permits) included in the Bisie North Base Metals Project**

Asset	Holder	Interest (%)	Status	Licence Expiry Date	Licence Area (km <sup>2</sup> )	Comment
PEPM13274, the DRC	Investissement Et Developpement Immobiliers SARL (IDI)	51.5%*	Exploration	17/07/2028	30.74	Drillhole sample grades obtained in 2023
PR15130, the DRC	Palm Constellation SARL (PALM)	51%**	Exploration	14/12/2026	7.69	Drillhole sample grades obtained in 2023

\*Rome Resources' interest is an indirect 51.5 per cent. beneficial interest in PEPM13274 which is currently directly 100 per cent. legally held by Investissement et Développement Immobiliers SARL.

\*\*Rome Resources' interest is an indirect 51 per cent. beneficial interest in PR15130, which is currently 100 per cent. directly legally owned by Palm Constellation.

As at the date of this document, the Project has not been sufficiently appraised in order to provide any Proved or Probable Mineral Reserves nor any Measured, Indicated or Inferred Mineral Resources.

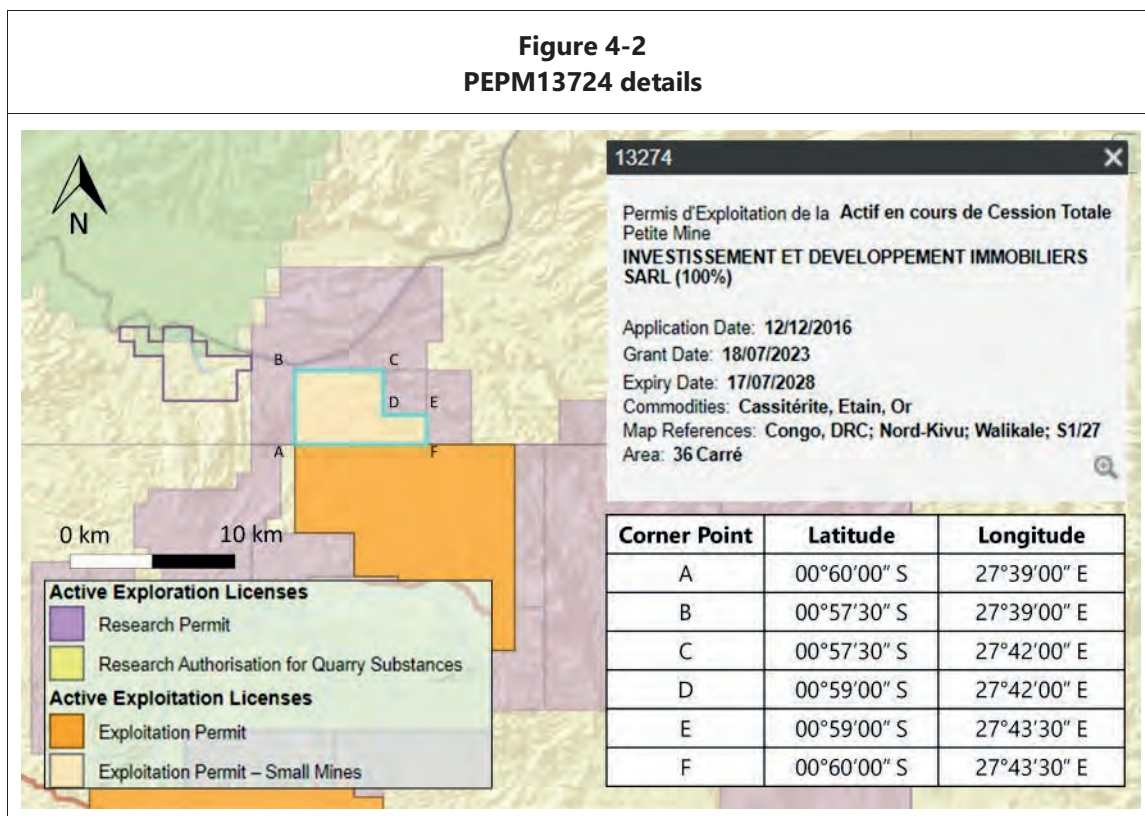
#### 4.2.1 PEPM13274

PR13274 (*Permit de Recherches* (mineral exploration permit)) was converted to PEPM13274, *Permis d'Exploitation des Petites Mines* (a small scale exploitation permit) on 18 July 2023. Under the terms of the mining code, a PEPM is granted for investments requiring USD100,000 to USD2,000,000 for exploitable reserves with a life of mine of less than 10 years and the operations of which can be mechanised (<https://assets.kpmg.com/content/dam/kpmg/pdf/2014/09/democratic-republic-congo-mining-guide.pdf>). PEPM13274 is made up of 36 cadastral squares (*carrés*) forming an irregular shaped polygon with six corner points and a total surface area of 30.74 km<sup>2</sup>. The permit was granted to *Investissement Et Developpement Immobiliers SARL* (IDI) on 18 July 2023 for a period a five years. Information on surface area, grant and expiry dates, title holder and permitted substances was obtained from the certificate for commencement of work and accessed by MSA on the DRC Mining Cadastre website on 23 February 2024. Figure 4-2 shows the location, coordinates and details of PEPM13274.





**Figure 4-2**  
**PEPM13724 details**



**Source:** Adapted from <http://drclences.cami.cd/EN/>, 2024

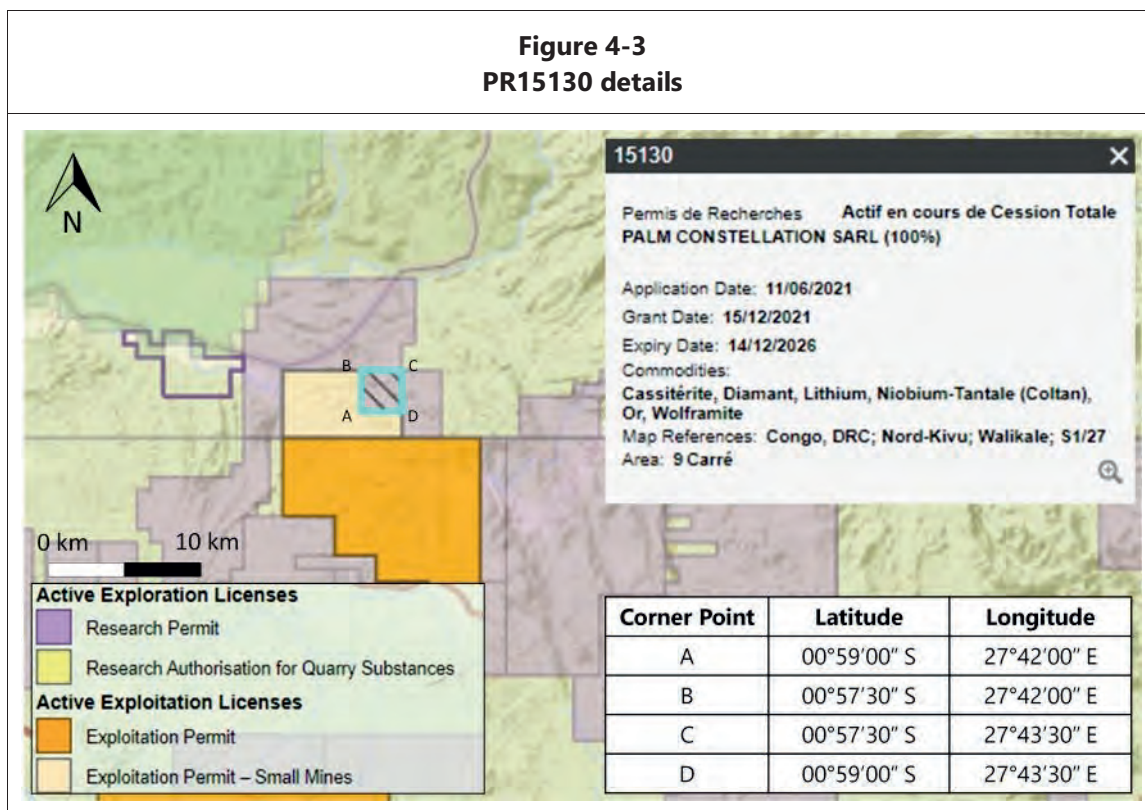
#### 4.2.2 PR15130

PR15130 (*Permis de Recherches* (mineral exploration permit)) is made up of 9 *carrés* (cadastral squares) forming a square shaped polygon with four corner points and a total surface area of 7.69 km<sup>2</sup>. PR15130 is located immediately adjacent to the northeastern *carrés* of PEPM13724 and together the permits form a contiguous rectangle. The permit was granted to Palm Constellation SARL (PALM) on 15 December 2021 for a period of five years. Figure 4-3 shows the location, coordinates and details of PR15130 from the DRC Mining Cadastre accessed by MSA on 23 February 2024.





**Figure 4-3  
PR15130 details**



Source: Adapted from <http://drcliences.cami.cd/EN/>, 2024

### 4.2.3 Mining Legislation

In early 2013, the Congolese government initiated a review of the 2002 Mining Code. The 2002 Mining Code was substantially amended by Law No. 18-001 of 09 March 2018 (the "Mining Code").

The Mining Code was adopted by the Congolese Parliament on 27 January 2018 and promulgated by the President of the DRC on 09 March 2018. The implementing measures of the Mining Code are set forth in the Mining Regulations adopted in June 2018.

Under the Mining Code, minerals belong exclusively to the State. However, any private party may be authorised by the State to engage in mining activities (from exploration to exploitation and distribution), provided that specific objectives of eligibility, priority and capacity criteria set forth in the Mining Code are met. The types of mining permits available in the DRC are exploration permits (*Permis de Recherches*), exploitation permits (*Permis d'Exploitation*, including small-scale mining permits, *Permis d'Exploitation des Petites Mines*) and tailings exploitation permits. Specific legislation regarding artisanal mining also exists.

Companies that wish to develop mining activities in the DRC are required either to incorporate a Congolese company or to elect domicile with a 'mining agent' as a condition of eligibility to obtain an exploitation permit. In addition to be eligible for a mining permit, companies are obliged to either form a joint venture with a state-owned company (such as Gécamines) that already holds the necessary permits, or freely assign a mandatory 10 per cent stake of its share capital to the DRC.



Any person wishing to engage in prospecting or reconnaissance activities must make a prior declaration to the Mining Cadastre and seek a prospecting permit. This permit grants no priority whatsoever in relation to potential future exploration or exploitation rights.

An exploration permit (*Permis de Recherches*) may be granted to any eligible private company for a period of five years, renewable twice for the same duration and with a 50% relinquishment of the licence area on each renewal, with respect to all mineral substances (Article 52). To be eligible for an exploration permit, a company must demonstrate a minimum financial capacity of at least five times the total amount of the annual surface rights payable for the area covered by the exploration permit (Article 58). In addition, the company will have to submit a rehabilitation and mitigation plan before starting any research activity. There are specific obligations for maintaining the permit, including the requirement to start exploration work within one year of delivery of the permit (Article 197).

Should the holder of an exploration permit demonstrate through a feasibility study the existence of an economically workable ore deposit (including tailings, for which specific permits exist) and have sufficient financial capacity for the development, construction and exploitation of a mine, the Minister of Mines may grant an exploitation permit (*Permis d'Exploitation*) for a duration of 25 years, renewable for successive periods of 15 years. Obtaining an exploitation permit obliges the operator to transfer to the state a free carry participation of 10% of the operator's share capital (Article 71). In practice, however, operators that are engaged in joint ventures with state-owned permit holders, such as Gécamines, are not required to transfer 10% of their share capital to the state.

A small-scale exploitation permit (*Permis d'Exploitation des Petites Mines*) may be granted for exploitable reserves with a life-of-mine of less than 10 years with the possibility of mechanised operations. It is granted for a maximum of 10 years and cannot be renewed beyond 10 years from the grant date, although extension is possible.

There are no specific restrictions on the import of equipment and machinery, or on the use of foreign labour and services, save for certain tax measures pursuant to the Mining Code. However, when applying for the granting of an exploitation permit, mining operators must, pursuant to the Mining Code, commit to process minerals and manufacture products in the DRC. If for any reason it is impossible to do so, a derogation may be granted subject to the fulfilment of several criteria.

In addition to exploration and exploitation permits, the Mining Code contains specific provisions with respect to artisanal or small to very small-scale mining rights, and quarry rights. Quarry rights relate to construction materials rather than mineral substances.

The timeline for obtaining an exploration or exploitation permit is as follows. The Mining Cadastre has 20 working days to examine the request and to make a decision (Article 40). Following this, the Directorate of Mines must conduct a technical investigation. The office in charge of the protection of the environment examines the environmental impact study and the environment management plan. These reviews must be conducted within a period of time set forth in the Mining Code for each type of request (typically, for exploitation permits, within 30 working days for the Mining Cadastre, 60 working days for the Mining Directorate and 180 working days for the environmental investigation). Should any of the aforementioned authorities fail to reach a decision within the required time frame imposed by the Mining Code, the mining permit will be considered granted.



When a favourable decision is made, the Mining Cadastre will then grant the mining permit to the applicant, provided that the relevant surface rights have been paid for within 30 business days.

All mining rights are conveyable under the Mining Code. A specific right of amodiation (comparable to a long lease agreement) also entitles the holder of an exploitation permit to transfer all or part of such rights under a rental scheme. Exploitation permits can also be mortgaged. While mining rights are valid only for specified mineral substances, permits can be extended to additional minerals through specific procedures.

The holder of an exploration permit will also have to submit a rehabilitation plan for the site after its closure to be eligible for an exploitation permit. The closure of a research or exploitation site must be promptly notified to the Mining Administration.

The holder of the mining rights is required to obtain a financial guarantee in an amount sufficient to carry out environmental rehabilitation.

The Mining Code and the Mining Regulations contain several environmental and health and safety regulations. In order to conduct mining operations, an Environmental Exploitation Permit from the Ministry of the Environment is mandatory, in addition to the environmental obligations arising from the Mining Code.

Environmental compliance obligations exist at every stage of a mining project:

- The holder of an exploration permit must apply for the approval of a mitigation and rehabilitation plan in which the measures taken to limit and remedy environmental damage caused by exploration work are described.
- Any person applying for an exploitation permit is required to submit an environmental impact study and a project environmental management plan, which must contain a description of the 'greenfield' (baseline) ecosystem and of the measures envisaged to limit and remedy harm caused to the environment throughout the duration of the project.
- In order to be granted an exploitation permit, the holder of a mining permit is required to submit an environmental impact study and an environment management plan to the Ministry of the Environment for approval.

#### **4.2.4 Taxation, Royalties and Liabilities**

The main taxes levied on mining companies include surface taxes and rights, corporate income taxes, royalties, taxes on dividends and interest rates, and taxes on wages. The corporate income tax rate is set at 30% of profit, and 10% withholding tax on dividends paid to shareholders, as is the case under the DRC's common regime.

Royalties (i.e., specific mining taxes) are due on the gross commercial value of all commercial products. Royalties become due at the exploitation phase and are payable once the goods leave the exploitation or processing site of the project. They amount to 1% for iron or ferrous metals, 3.5% for non-ferrous metals, 3.5% for precious metals, 6% for gemstones, 1% for industrial minerals, 0% for common construction materials and 10% for strategic minerals determined by the government (i.e., copper, cobalt and coltan and germanium). There is also a special 50% tax on "super profits" applied when commodity prices increase by 25% above price levels utilised in a



project's feasibility study. When a project enters production, there is a requirement to grant a 10% non-dilutable ownership in operation to the DRC government.


Although mining royalties are deductible expenses for the determination of corporate income tax, they are due regardless of the mining company's profitability (Article 255).

Any holder of an exploration or exploitation permit is subject to pay annual surface rights or "*Droits Superciaires*" as listed below, as per the official adjustment No. CAMI/DG/003/2023 dated 08 December 2023:

- Annual Surface Rights Maintenance Fees – *Permis de Recherches*
  - First year: USD 14.96 per carré
  - Second year: USD 14.96 per carré
  - Third year: USD 154.98 per carré
  - Fourth year: USD 154.98 per carré
  - Fifth year: USD 154.98 per carré
  - From year six to year ten: USD 254.80 per carré
- Annual Surface Rights Maintenance Fees – *Permis d'Exploitation des Petites Mines*
  - From year one to year ten: USD 1,149.77 per carré
- Annual Surface Rights Maintenance Fees – *Permis d'Exploitation*
  - From year one: USD 2,499.54 per carré

In addition to surface rights maintenance fees, there is a tax on the surface area of permits. The schedule of rate is as follows:

- Annual Surface Taxes – *Permis de Recherches*
  - First year: USD 0.85 per hectare
  - Second year: USD 1.24 per hectare
  - Third year: USD 1.50 per hectare
  - Fourth year: USD 1.56 per hectare
  - From year five : USD 1.66 per hectare
- Annual Surface Taxes – *Permis d'Exploitation des Petites Mines*
  - First year: USD 1.66 per hectare
  - Second year: USD 2.51 per hectare
  - Third year: USD 2.90 per hectare
  - From year four: USD 3.36 per hectare
- Annual Surface Taxes – *Permis d'Exploitation*
  - First year: USD 1.66 per hectare

- 
- Second year: USD 2.51 per hectare
  - Third year: USD 2.90 per hectare
  - From year four: USD 3.36 per hectare

The Project property is not subject to any known third-party royalties, rights, payments, agreements or encumbrances.

Compliance with environmental reporting requirement is ongoing with each permit holder having filed the required preliminary environmental studies or "*Plan d'Attenuation et de Rehabilitation*" (PAR or Mitigation and Rehabilitation Plan). The PAR for PR13274 was filed on 16 October 2017 and for PR15130 was filed on 04 April 2022.

As the site is remote and a large distance away from large population centres or roads, the Project area is mostly undisturbed and Rome Resources is committed to conducting exploration activities in an environmentally sensitive manner to minimise impacts on the environment. This includes measures such as filling soil sampling pits after sample collection, using previously established footpaths, storage of minimum fuel quantities and using heli-portable drill rigs to minimise drill road establishment.





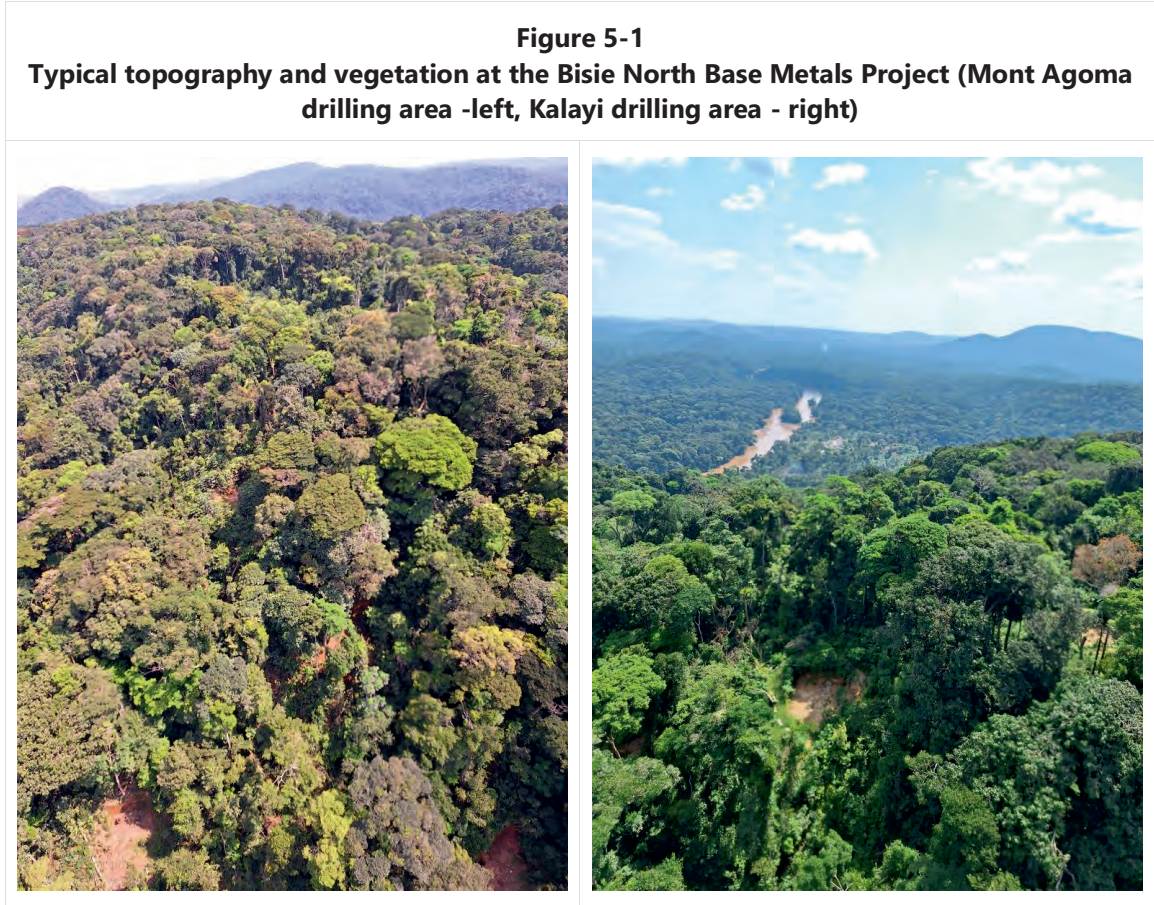
## 5 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

### 5.1 Climate and Physiography

The climate is classified as Tropical Rainforest (“Af”) based on the Köppen climate classification, which typically occurs within 10° of the equator. The area experiences rainfall throughout the year, with increased rainfall from March to May and from August to December. Mean annual temperatures are typically high with little variation. The area is typically hot, humid and wet. For the town of Osokari, located approximately 30 km south-southeast of the Project, the average annual rainfall is approximately 2,211 mm with an average mean temperature of 23.7°C (<https://en.climate-data.org>). At Alphamin’s Bisie mine, 8 km to the south of the project area, the average temperature ranges from a minimum of 18°C to a maximum of 30°C.

The climate is not expected to have an impact on future exploration activities, which can operate throughout the year, however, exploration activities may be temporarily halted during heavy thunderstorms that typically occur over brief periods.

The topography is characterised by an undulating hilly terrain with moderate to steep slopes cut by perennial streams and river valleys. The elevation of the area varies from approximately 500 m above mean sea level (mamsl) to approximately 900 mamsl. Figure 5-1 shows the typical topography over Mont Agoma and Kalayi.



**Note:** *Drilling pads in the foreground*      **Source:** *J. Witley, 2024*



The vegetation of the Project area is typical of the Guinea-Congo forest biome. The area is covered by dense forests of varying species and structure composition depending on elevation. The forest floor is covered by deep muddy leaf mould with the height of the forest canopy varying from approximately 20 m to 30 m. Deep clay (kaolin) soils occur in valleys which are covered by a mix of clay-rich soils and eluvial rubble. Bedrock outcrop exposure is poor.

## **5.2 Accessibility**

Access to the Project area is currently gained by helicopter or on foot via a network of footpaths and river crossings. The distance from the village of Osokari, that is situated on the N3 National Highway, is approximately 40 km. The helicopter flight from Bukavu or Goma to the Project is approximately one hour.

Project supplies are typically sourced from the city of Kisangani and transported by truck via the N3 National Highway to the village of Osokari. Travel time for goods trucks is approximately two days, however, supply delays can be expected during the wet season as sections of the N3 are degraded and become impassable. From Osokari, goods are slung by helicopter to the exploration camp at Mont Agoma.

## **5.3 Infrastructure and Local Resources**

An exploration camp has been established in the project area, consisting of tented accommodation, wooden offices, kitchen, stores and ablution facilities, a helicopter pad, satellite communication dish, water reticulation, generators and drillhole core storage and sample processing facilities.

Water is sourced from nearby springs and rivers for exploration and domestic use. Sufficient surface area within the permit areas is available for the development of required water storage areas, water disposal areas and processing plant sites. Power is not available from the national power grid and will have to be obtained from diesel generators or hydro-electric generators in future. The Mining Code states that subject to any rights of third parties, the holder of an exploitation permit has the right to occupy the land necessary for mining and associated industrial activities, including the construction of industrial plants and dwellings, water use, dig canals and channels, and establish means of communication and transport of any type.

Local resources are scarce. The entire region is remote and is a subsistence economy with only extremely basic services available. All material required for exploration is sourced from elsewhere.

Skilled labour required for mining operations must be sourced from other parts of the province or country, with managers sourced from the established copper / gold mining areas in other regions of DRC or as expatriate workers. There are no large population centres near the Project. Small, disseminated villages and towns are developed along the N3 and several artisanal mining settlements are located throughout the broader area.





## 6 HISTORY

No formal exploration or mining activities have been conducted at the Bisie North Base Metals Project prior to the involvement of Rome Resources in 2021.

There is a history of infrequent, scattered artisanal tin mining activity within the mica schists that are interpreted as northern extensions of the geological environment at Alphamin's Mpama North Mine. The main centre of the artisanal mining activity in the project area is Kalayi Boeing where black euhedral cassiterite is washed from sheared quartz-mica-hematite veins within the weathered mica schist. This product is carried south across the Oso River to Bisie and transported via road to various places of sale.



## 7 GEOLOGICAL SETTING AND MINERALISATION

### 7.1 Regional Geology

The Project area forms part of the extensive Mesoproterozoic Kibaran / Karagwe-Ankole orogenic belt that extends from northwest Zambia to Uganda and is interpreted as being an inter-cratonic collision zone with different periods of extension and compression (Pearl, 2011).

The Mesoproterozoic rocks (loosely termed Burundian in the eastern DRC, Burundi and Rwanda) are composed predominantly of micaceous schists and buff to red arenaceous phyllites with minor interbedded quartzites and amphibolites. Shales and conglomerates are also found in the upper parts of this sequence. The unit overlies an older Paleoproterozoic (Lower Proterozoic) basement comprising Ruzizian and AnteRuzizian units composed mainly of poorly exposed dolomites, quartzites, amphibolites, mica schists and migmatite gneisses.

The upper contact of the Paleoproterozoic basement with the overlying Mesoproterozoic sediments is poorly exposed and rarely observed, probably due to faulting complicated by tectono-metamorphic effects and granite intrusions.

Both units have been intruded by different generations of granites, which started in the Mesoproterozoic ( $\pm 1,375$  Ma) and continued until the last "tin granite" intrusion at about 986 Ma (Neoproterozoic). These tin-rich granite intrusions are thought to be the source of the tin-bearing mineralising fluids resulting in numerous tin occurrences in the region.

No other rock sequences such as the Lindian Group sediments or the Karoo Supergroup sediments have been identified in the area. A stratigraphic column is presented in Table 7-1.



**Table 7-1  
Lithostratigraphy of Eastern DRC / Burundi / Rwanda**

Age	Eon / Era	Name	Description	
Recent	Cenozoic		Lava flows around the currently active Nyiragongo volcano.	
6 to 11 Ma			Volcanism associated with the Virunga, Bukavu and Mwenga-Kamtuga Volcanic Provinces. Tholeiitic and Na-rich tholeiitic lavas. This occurs along the western branch of the East African Rift and forms a loose line depicted by the Ruwenzori Block, Lake Edward, Virunga Volcanoes, Lake Kivu, Ruzizi Valley and Lake Tanganyika.	
68 to 208 Ma	Upper Carboniferous Lower Jurassic	KAROO ROCKS	Horizontal beds of sediments that include glacial sediments and coal measures. Locally found on top of older terrains and in some western river valleys.	
550 Ma	Palaeozoic		N-S compressional event – Itombwe Syncline. This is supposedly located along the western side of Lake Kivu (NE-SW trend) and Lake Tanganyika (NW-SE trend). There is associated faulting with major trend parallel to the limbs.	
595 Ma			Alkali Complex intrusion indicating an extensional tectonic event that is illustrated by bastnaesite and monazite vein development as found in Burundi.	
750 Ma	Neo-proterozoic		Re-activation of the Kibaran Orogenic Belt with the intrusion of alkali complexes along the lithosphere scale shearing located along the western limb of the Rift Valley. The complexes are represented by 23 massifs varying from granitic to syenitic to carbonatite in content. Indicates extensional movement	
600 to 900 Ma		LINDIAN ROCKS	Comprising sediments that are divided into three sequences, listed youngest to oldest as Ituru – Lokoma – Aruwini, in the Kivu area only the lower two are represented (Lokoma and Aruwini)	
986 Ma	Meso-proterozoic		<b>Emplacement of the “TIN-GRANITES” during the later stages and immediately after their consolidation, the pegmatites and quartz veins containing Nb, Ta, Sn, W and the other mineral were intruded</b>	
1,000 Ma			Compressional regime resulting in preferential development of synforms with upright folding of the metasediments and folding of the existing S2 cleavage. It is these synforms along which the “Tin-Granites” were preferentially intruded	
1,205 Ma			N-S trending zones reactivated allowing the intrusion of A-type granites	
1,300 Ma			Limited folding together with the contact aureole partly overprinting the pervasive S1 / S2 metamorphic fabric in the existing metasedimentary rocks	
1,375 Ma			Bimodal magmatic event that gave rise to the intrusive per-aluminous S-type granites with a large compositional variation. They occur as large, dome-like structures or prominent sheets of generally porphyritic texture and exhibit crystal mush flow texture, indicating movement in the semi-solid state	
1,375 to 1,420 Ma		BURUNDIAN ROCKS	Development of shallow water basins and sedimentation giving rise to dark schists, red-brown arenites, quartzites and conglomerates. These are poorly understood in Eastern Congo, so most of the knowledge is applied from the better exposed and studied Burundian and Rwandan sediments The contact is poorly exposed and poorly understood due to faulting in complicated tectono-metamorphic rocks and by the granite intrusions	KIBARAN OROGENY
1,860 to 2,100 Ma	Palaeo-proterozoic	RUZIZIAN BASEMENT	There is a poor level of knowledge due to the poor outcrop and poor geochronology and it may even be related to the Ubendian rocks of Tanzania. It is divided by the NW extension of the Ubendian Trend from Tanzania into “Northern Ruzizian” (south Kivu, Burundi and Rwanda) and “Southern Ruzizian” (Manlema and Katanga). The basement comprises migmatitic gneisses, mica schists, phyllites and arenites, amphibolites, quartzites, limestone, marble and dolomite	
+ 2,500 Ma	ARCHAEAN (?)		There may have been tentative report of Archaean rocks located in the south and other descriptions of chlorite schists, sericite schists and amphibole schists – all common Archaean rocks	

**Note:** This is an initial compilation from a variety of reports and old maps.

**Source:** Adapted from S. Mawson (2008).



On a regional scale the metamorphic rock units generally strike northwest-southeast. The metasediments hosting the Mpama North mineralisation strike north-south as far as the Oso River to the north, after which the strike changes to the northwest-southeast. Regional scale folding is evident in satellite imagery.

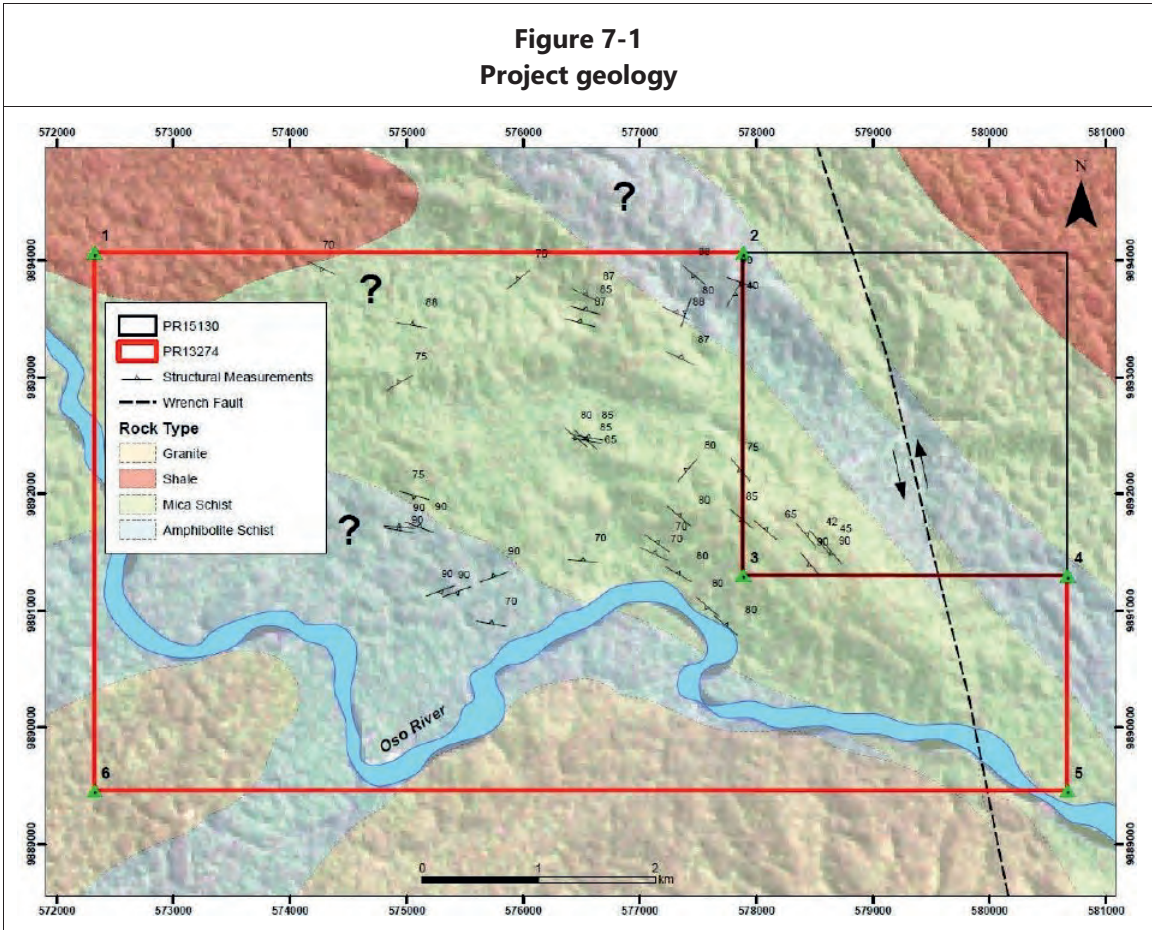
## **7.2 Project Geology**

The local geological interpretation is currently based on regional Landsat imagery and projection from mapping carried out at the adjacent Alphamin permit area to the south of the Bisie North Base Metals Project.

A shale unit underlies the northern permit areas. The northeast of the permit area is underlain by various metasediments including micaceous schists, quartzites and phyllites with minor calcareous units. Minor bands of mafic volcanic units occur within the metasediments. The central portion of the permit area is dominated by a metamorphosed mafic volcanic unit with minor micaceous schists, quartzites and phyllites. These units form a large open fold that drapes over the northern edge of the granitic pluton. The metasediments dip at approximately 30° to 40° to the northeast in the eastern project area and dip to the northwest in the western project area.

The southern edge of the permit area is underlain by the northern end of a granitic pluton resulting in a flatter topography than observed over the metasedimentary units. Rare grab samples of the granite indicate a medium-grained, grey-pink, quartz-feldspar-hornblende granite with a porphyritic texture and slight fabric with parallel elongation of feldspar porphyroblasts (Mawson, 2008). The granite contact is thought to dip steeply northwards underneath the metasediments.

The structural interpretation within the Project area indicates a complicated array of small folds that occur within the broader regional structures. Major wrench faulting and regional jointing also occurs. A geological map of the Project area is shown in Figure 7-1.



Source: Mawson and Lines (2022)

**7.3 Mineralisation**

**7.3.1 Kalayi Prospect**

The soil geochemistry and artisanal workings indicate that the tin mineralisation occurs within schists approximately 2.5 km north of the granite contact. The host rocks are typically fine to medium-grained mica-quartz-amphibole schists, which tend to become chloritic towards the mineralised zones.

At the Kalayi Boeing artisanal workings, the cassiterite is associated with irregularly developed vein sets that strike at a bearing of 320°, parallel to the strike of the ridge line and fabric of the schist host rocks. The vein sets dip vertically or steeply towards the northeast. The individual veins are a maximum thickness of one metre and form parallel vein sets of up to 20 metres wide (Figure 7-2) (Mawson and Lines, 2022).





**Figure 7-2**  
**Parallel quartz vein sets observed around artisanal workings at Kalayi Boeing**



**Source:** Mawson and Lines (2022)

The veins are associated with shear zones and irregular quartz stringers of variable length and thickness. The vein material is described as a sheared, silicified and haematitic zone with quartz veining. Vein contacts with the surrounding grey-brown, yellow weathered mica and amphibole schists appear less sheared. The upper 10 m to 20 m of the mineralised veins are weathered to a porous, cassiterite gossan comprising a mixture of cassiterite, smectite clays, hematite and limonite (Mawson and Lines, 2022).

The cassiterite mined from artisanal workings is in the form of black, euhedral to subhedral grains varying between 1 mm to 5 mm. Figure 7-3 is a photograph of approximately 3 kg of coarse cassiterite concentrate hand-crushed by artisanal miners at Kalayi Boeing. A fine concentrate is also produced from hand milling and gravity concentration.

Diamond drilling beneath the artisanal workings revealed that the rocks are deeply weathered and oxidised to between approximately 70 m and 80 m below surface. All significantly tin mineralised zones drilled at Kalayi Boeing are within narrow shear zones adjacent to irregular quartz veins within chloritic schists. In the fresh rock environment, the cassiterite is fine grained and pinkish brown in colour.

**Figure 7-3**  
**Hand-crushed cassiterite-rich material**



**Source:** J. Witley (2024)

### 7.3.2 Mont Agoma

No artisanal workings are known at the Mont Agoma prospect. At the nearby Mont Agoma Northwest prospect, abandoned artisanal workings exist, but no mining in this area has been carried out in recent years.

The Mont Agoma area is deeply weathered with no outcrop. Drilling intersected approximately five to ten metres of transported clay rich colluvium followed by between approximately 30 m and 50 m of saprolite and strongly weathered rock. Oxidation is variable with partially oxidised sulphides being observed from as shallow as approximately 40 m to as deep as 80 m.

Drilling has shown that the base metal sulphide zone is represented by ferruginous gossan, that is siliceous in places, in the oxide zone. Minor copper mineralisation is evident by various species of blue-green copper oxides, with the majority of the copper and zinc having been leached out by meteoric fluids during the gossan forming process. Where drilling intersected the oxide-sulphide interface of the base metal sulphide zones, a transitional zone containing disseminated visible supergene chalcocite and lesser bornite exists over several metres.

The sulphide mineralisation comprises variable concentrations of thick bands and anastomosing veinlets of semi-massive to massive sulphides over intervals of several metres to tens of metres. The mineralisation occurs within variably chloritised mica-quartz schists, with garnet in places, and





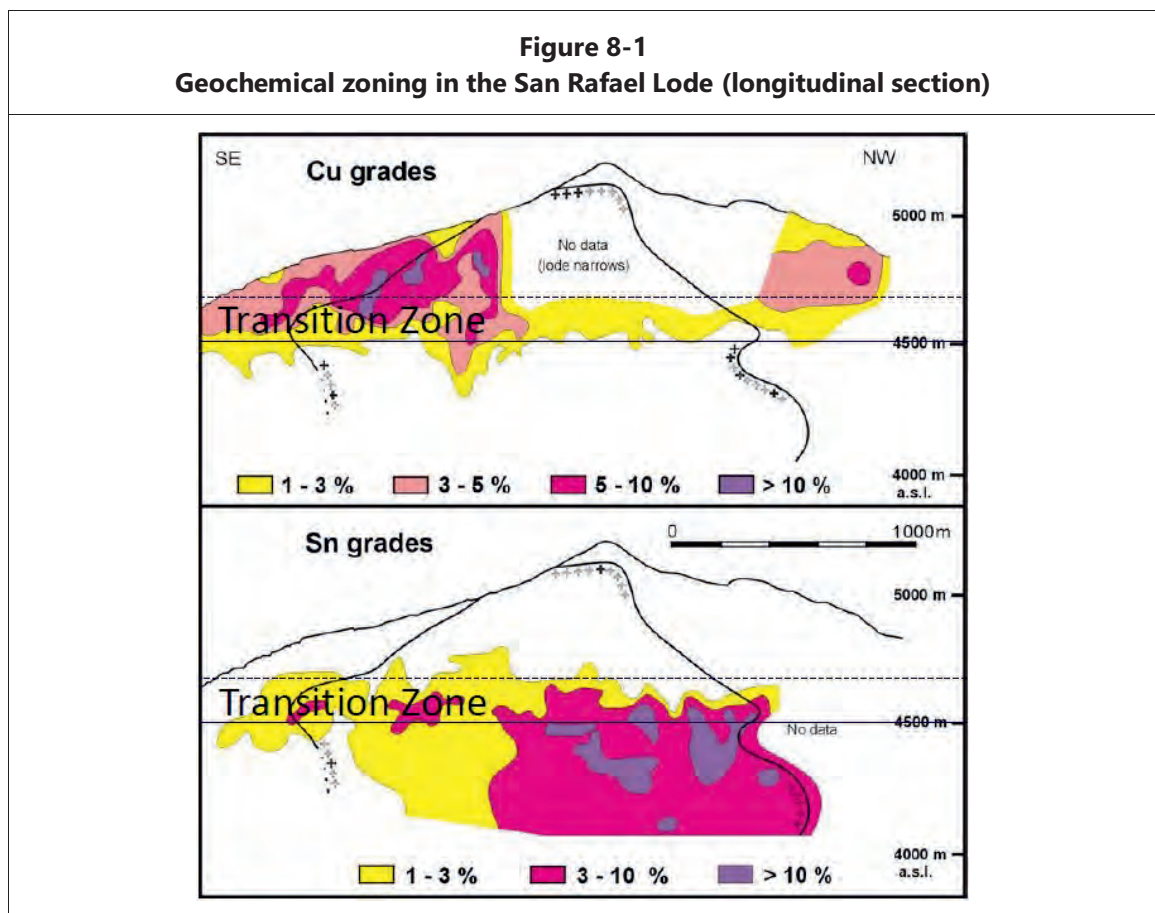
the sulphide mineralisation is generally parallel to the host rock foliation. The fresh sulphide mineralisation comprises variable proportions of pyrite, chalcopyrite and pale red-brown sphalerite with localised patches of visible galena. Pyrrhotite rich zones occur in some of the massive sulphide as well as occasional magnetite rich zones.

Visible cassiterite was noted in several of the higher grade (>1% Sn) samples, which occurs within narrow shears in variably chloritised schist, either with or without sulphides.

## 8 DEPOSIT TYPE

The Bisie North Base Metals Project deposit is considered to be a polymetallic hydrothermal vein system adjacent to an underlying granite, which is the likely source of the mineralisation. The mineralisation is thought to result from metal laden hydrothermal fluids originating from the granite that were mobilised and concentrated in dilation zones within shear structures.

The mineralisation at the Project may exhibit zonation similar to that of the San Rafael tin mine (Figure 8-1) in Peru which supplies 9% of the world's tin. The San Rafael tin deposit is a vertically zoned copper-tin deposit (Sillitoe and Lehmann, 2022) with copper mineralisation overlying tin mineralisation over a distance of 1,200 m. Above 4,975 m above mean sea level (mamsl), i.e., near surface, the lode averages <1% Sn and >8% Cu. This transitions to approximately 5% Sn and 0.2% Cu below 4,533 mamsl (Mlynarczyk, et al., 2003).



**Source:** Rome Resources (2023)



## 9 EXPLORATION

### 9.1 Satellite Imagery

In 2008, Mining Processing Congo SPRL (MPC) purchased Landsat 7 imagery during the early stages of exploration at the Bisie deposits (Mpama South and Mpama North). Despite 30 m of forest canopy, the imagery was able to outline regional geological structures. Additional enlargements at a scale of 1:250,000 were purchased for further geological interpretation. Much of this interpretation includes areas to the north of the Alphamin lease boundary covering the Bisie North and Northeast leases (PEPM13274 and PR15130).

The interpretation was used to refine the regional relationship between the Early-to-Mid-Proterozoic metasediments and the Late-Proterozoic granite intrusions. The satellite imagery showed that the regional fabric of the metasediments in the middle of PR5266 trends north-south but becomes complicated by the intrusion of the granite, changing to a strong northwest-southeast fabric that folds over into a strong northeast-southwest fabric over the top of the granite pluton (Witley and Leighton, 2015)

It has also been observed that the northern extent of the granite pluton is located approximately 2.5 km south of the soil anomaly at Mpama North, which can be interpreted as the granite being the likely source of quartz veining and associated cassiterite mineralisation. The early reconnaissance mapping carried out by MPC supports this regional interpretation (Mawson, 2008).

### 9.2 2021 Exploration

#### 9.2.1 Soil Sampling

A comprehensive geochemical soil sampling programme was carried out over the entire area of PEPM13274, and a portion of PR15130, in order to identify trenching and drilling targets. In 2021, a total of 2,372 samples were collected every 50 m along north-south orientated lines spaced 400 m apart. Infill sampling along lines spaced 200 m apart was carried out over the anomalies identified by the wider spaced sampling and over structurally complex areas.

The top 10 cm to 15 cm of material was removed to avoid contamination from allochthonous material before digging a pit to a depth of between 80 cm and 100 cm. Where the bedrock was exposed at depths of less than 80 cm the sample was taken directly above it. A sample of approximately 1.0 kg to 1.5 kg was collected from the material at the bottom of the pit excluding any collapsed sidewall material. The sample was placed into a plastic sample bag along with an aluminium sample tag marked with the sample number.

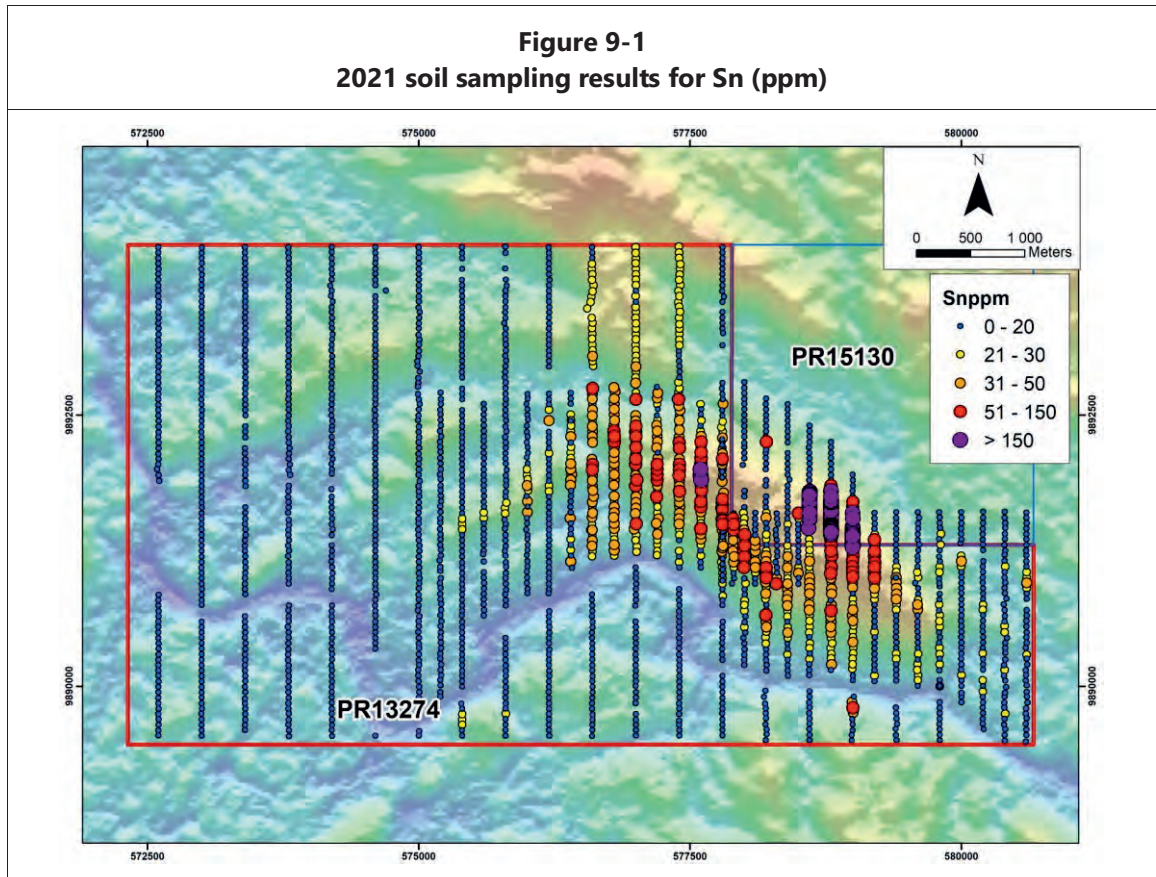
The sample coordinates were recorded using a handheld GPS unit in the UTM / WGS 84 Zone 35S coordinate system. Each sample was logged using soil sample logging templates describing sample depth, soil type, soil colour and any geological observations.

The soil samples are considered suitable for the purpose of generating drilling targets and further exploration.



The results indicate a large tin soil anomaly located along a northwest-southeast orientated ridge in the eastern permit area. As shown in Figure 9-1, the anomaly strikes at a bearing of approximately 300° over approximately four kilometres along the ridge crest. The width of the anomaly ranges from 300 m to 400 m but some downslope dispersion on either side of the ridge is expected.

The tin, arsenic, copper and zinc soil anomalies are spatially coincident (Figure 9-1 to Figure 9-4). The arsenic and copper grades show statistical correlation with tin grades greater than 150 ppm.

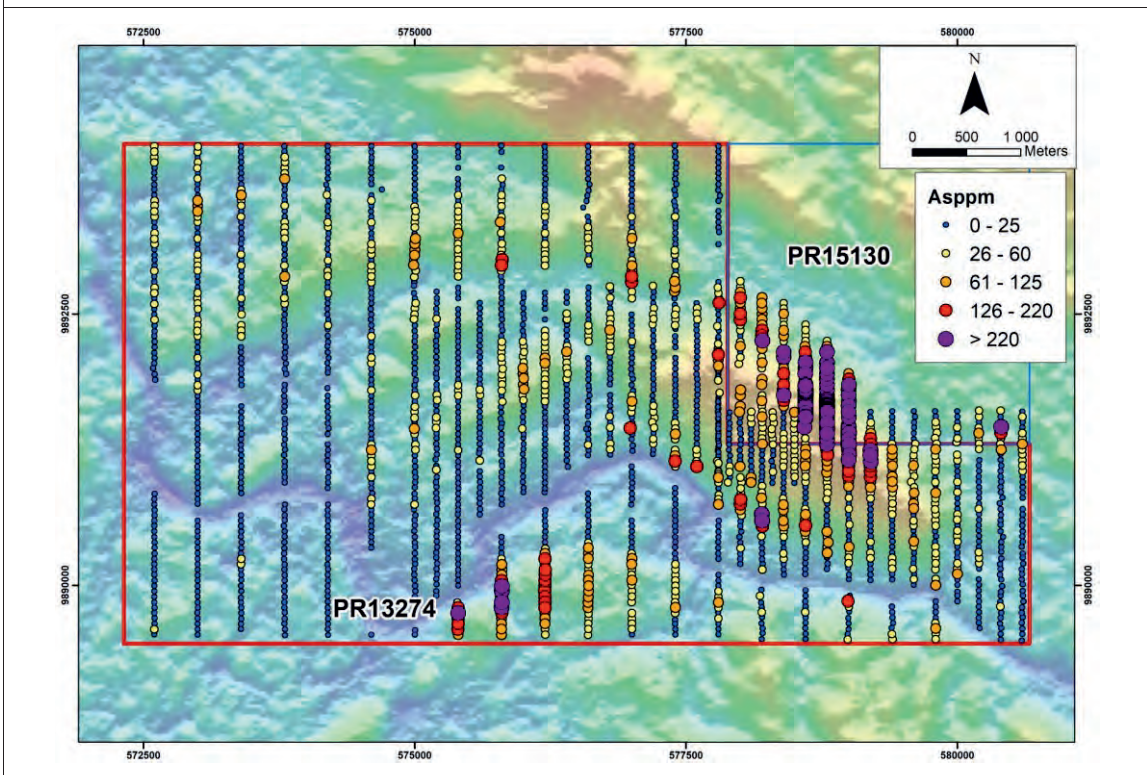


Source: D. Vermaakt (2024)



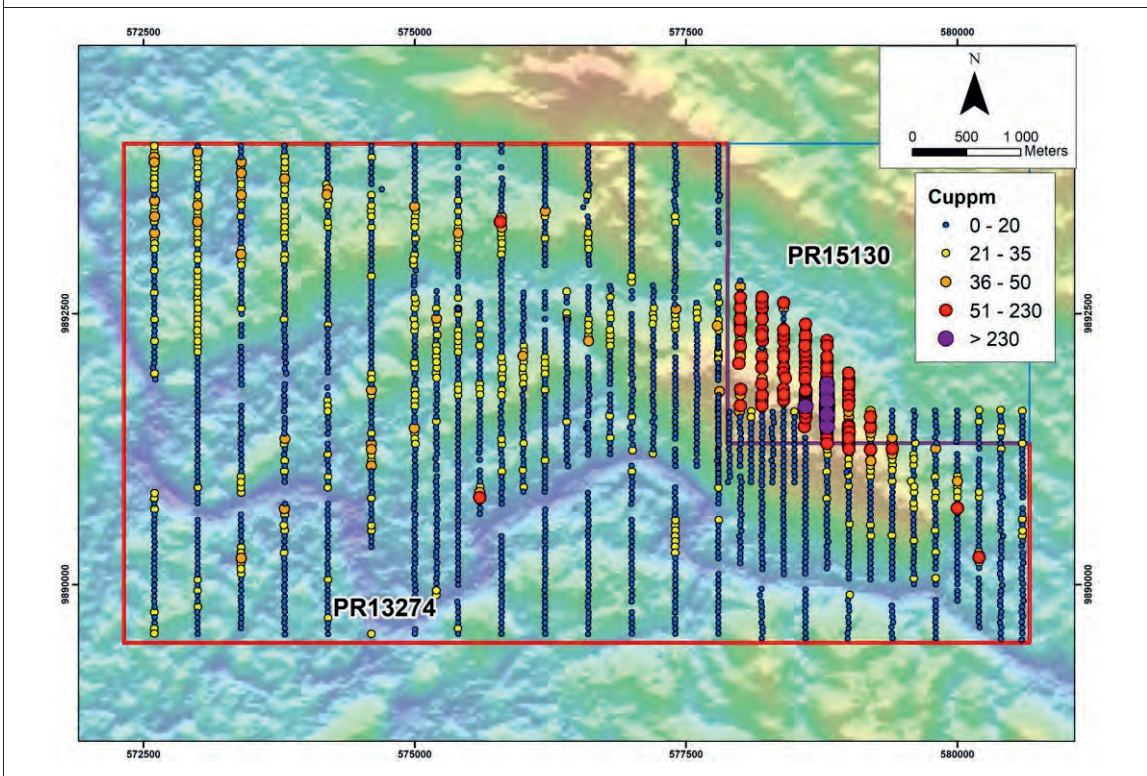


**Figure 9-2**  
**2021 soil sampling results for As (ppm)**



Source: D. Vermaakt (2024)

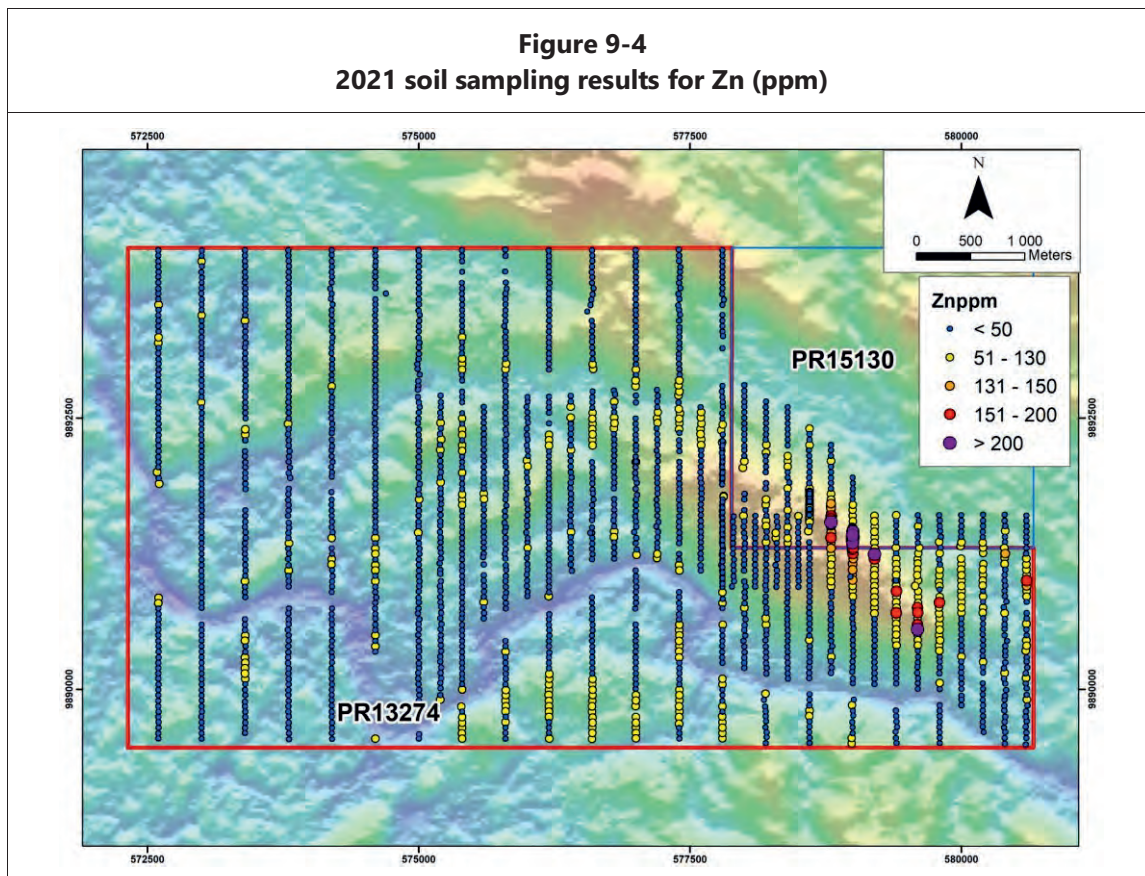
**Figure 9-3**  
**2021 soil sampling results for Cu (ppm)**



Source: D. Vermaakt (2024)



**Figure 9-4**  
**2021 soil sampling results for Zn (ppm)**



**Source:** D. Vermaakt (2024)

### 9.2.2 Channel Sampling

In 2021, 39 channel samples were taken from shear zones and quartz veins exposed by artisanal workings and in pits located in the western portion of the soil anomaly where tin grades range from 50 ppm to 150 ppm.

The mineralized veins strike approximately southeast to northwest following the main orientation of the schistosity in the area. The channel samples at Kalay were taken from lateral galleries excavated at different depth levels in artisanal miners' pits. The galleries were excavated to follow the mineralised structures. The Adit 3 and Adit 4 galleries were excavated from the same pit; Adit 4 is 5 m deep and Adit 3 is 8 m deep. The Adit 8 and Adit 9 galleries were also excavated from the same pit; Adit 9 is 5 m deep and Adit 8 is 7 m deep.

Channel samples varied in length from between 0.5 m and 1.0 m and were cut perpendicularly across the observed mineralised structure.

The channel sample results indicate a maximum of 11.8% Sn in a single 0.5 m long sample (Table 9 1).

The channel samples are suitable semi-quantitative assessment of the magnitude of the tin mineralisation and are not considered of suitable representivity for Mineral Resource estimation.





**Table 9-1  
Bisie North Base Metals Project 2021 Channel Sample Summary**

Place	Sample ID	Easting (m)	Northing (m)	Elevation (m)	Length (m)	Strike (°)	Dip Direction (°)	Dip (°)	Description	Sn (ppm)	Sn (%)
Adit 1	K0001	577720	9891750	795	0.5	320	50	85	Greyish brown, completely weathered schist, sampled on the footwall at the entrance to the adit, excavated along strike.	118	
	K0002	577720	9891750	795	0.5	320	50	85	Greyish brown, completely weathered schist, with quartz stringers, sampled on the footwall in contact with the mineralised tin vein, across the mineralised vein, adit excavated along strike.	1 460	
	K0003	577720	9891750	795	1.0	320	50	85	Greyish to whitish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	> 5 000	0.62
	K0004	577720	9891750	795	0.5	320	50	85	Greyish brown completely weathered schist, sampled on the hanging wall in the entrance of the adit excavated along the strike.	> 5 000	1.52
Adit 2	K0005	577710	9891770	796	1.0	315	45	87	Greyish to whitish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	> 5 000	0.90
	K0006	577707	9891771	800	1.0	315	45	85	Greyish to pinkish brown weathered schist with quartz stringers, sampled on the footwall in the adit.	2 730	
Adit 3	K0007	577707	9891771	800	0.5	315	45	85	Greyish to pinkish brown weathered schist with quartz stringers, sampled on the footwall, at the contact of the vein, in the adit.	745	
	K0008	577707	9891771	800	1.0	315	45	85	Light grey to brown silicified shear zone with quartz veining, sampled in the adit on the mineralised vein.	> 5 000	0.78
	K0009	577707	9891771	800	1.0	315	45	85	Greyish to pinkish brown weathered schist with quartz stringers, sampled on the footwall at the entrance of the adit.	1 485	
Adit 4	K0010	577707	9891771	800	0.5	315	45	85	Light grey to brown silicified shear zone with quartz veining, sampled on the hanging wall mineralised vein at the entrance of the adit.	> 5 000	0.95
	K0011	577707	9891771	800	1.0	315	45	85	Greyish brown completely weathered schist with quartz fragments, sampled on the hanging wall at the entrance of the adit.	766	
	K0012	577707	9891771	800	1.0	315	45	85	Greyish brown completely weathered schist, with quartz fragments, sampled on the hanging wall at the entrance to the adit.	2 730	
Adit 5	K0013	577707	9891771	800	1.0	315	45	85	Greyish brown completely weathered schist with quartz fragments, sampled on the hanging wall at the entrance to the adit.	1 495	
	K0014	577704	9891784	804	0.5	315	45	85	Greyish to pinkish weathered schist, sampled on the footwall.	> 5 000	9.96
Adit 6	K0015	577704	9891784	804	0.5	315	45	85	Brown to pinkish silicified shear zone with quartz veining.	> 5 000	11.80
	K0016	577630	9891865	813	1.0	315	45	85	Brown to pinkish silicified shear zone with quartz veining.	> 5 000	1.34





	K0017	577630	9891865	813	1.0	315	45	85	Greyish to pinkish weathered schist with quartz stringers, sampled on the hanging wall.	1 490	
Adit 7	K0018	577641	9891868	811	1.0	315	45	85	Brown to pinkish silicified shear zone with quartz veining.	>5 000	11.55
Adit 8	K0019	577626	9891885	816	0.5	325	55	85	Greyish to pinkish weathered schist with quartz stringers, sampled on the hanging wall.	306	
	K0020	577626	9891885	816	1.0	325	55	85	Brown to pinkish silicified shear zone with quartz veining.	>5 000	2.42
Adit 9	K0021	577626	9891885	816	0.5	325	55	85	Greyish to pinkish weathered schist with quartz stringers, sampled on the hanging wall in contact with the mineralised vein.	398	
	K0022	577626	9891885	816	1.0	325	55	85	Greyish to pinkish weathered schist with quartz stringers, sampled on the hanging wall in contact with the mineralised vein.	1 380	
Adit 10	K0023	577629	9891888	816	0.5	325	55	88	Greyish to pinkish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	1 380	
	K0024	577629	9891888	816	0.5	325	55	88	Greyish to pinkish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	540	
	K0025	577651	9891831	815	1.0	320	50	85	Greyish to pinkish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	3 670	
	K0026	577651	9891831	815	1.0	320	50	85	Greyish to pinkish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	3 250	
Adit 11	K0027	577651	9891831	815	1.0	320	50	85	Greyish brown weathered schist, sampled on the footwall.	1 575	
	K0028	577651	9891831	815	1.0	320	50	85	Greyish to pinkish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	398	
Pit 12	K0029	577626	9891908	832	1.0	-	-	-	Reddish brown rubble with numerous quartz fragments forming a solid line.	300	
	K0030	577626	9891908	832	1.0	325	55	85	Grey-brown to pinkish weathered schist with quartz stringers and quartz fragments.	295	
	K0031	577626	9891908	832	1.0	325	55	85	Grey-brown to pinkish weathered schist with quartz stringers.	540	
Pit 13	K0032	577589	9891981	824	1.0	310	40	70	Pinkish brown to reddish moderately weathered schist.	119	
	K0033	577589	9891981	824	1.0	310	40	70	Pinkish brown to reddish moderately weathered schist with quartz stringers.	156	
Pit 14	K0034	577645	9891883	821	1.0	325	55	85	Pinkish brown to reddish weathered haematitic schist with quartz stringers.	4 650	
	K0035	577645	9891883	821	1.0	325	55	85	Pinkish brown to reddish weathered haematitic schist with quartz stringers.	4 030	
Adit 15	K0036	577739	9891730	787	1.0	320	50	85	Greyish to whitish brown sheared silicified zone with quartz veining, sampled in the adit on the vein.	384	
	K0037	577739	9891730	787	1.0	320	50	85	Greyish brown moderately weathered schist, sampled on the hanging wall.	180	
	K0038	577400	9891781	721	0.5	110	200	80	Quartz vein trending N110 and 0.5 m wide. Grey brown and fractured with irregular and microfractures.	14	
	K0039	577805	9892250	754	1.0	260	350	85	Quartz vein trending N260 and 1 m thick. Grey brown and fractured – brown oxidation in the irregular and microfractures.	13	

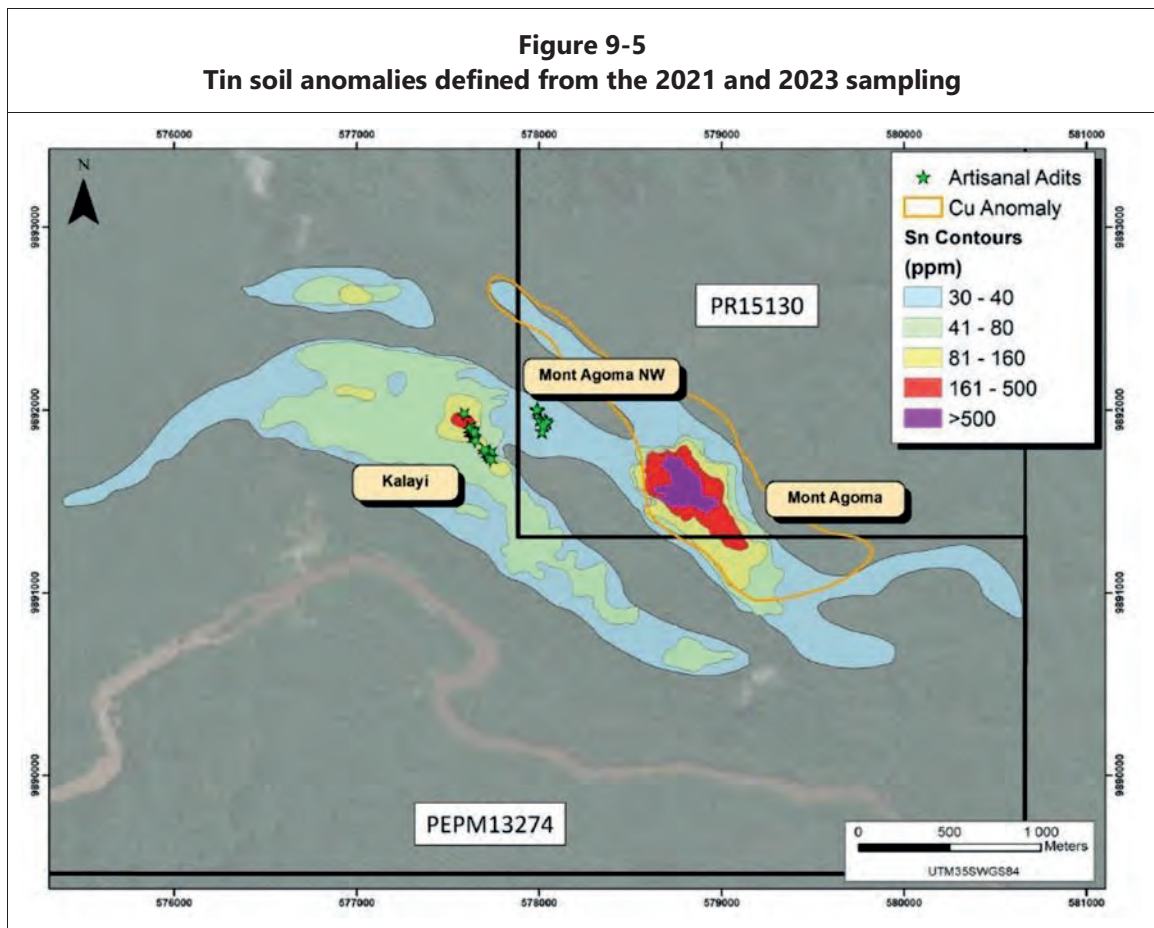
**Source:** Compiled by Rome Resources (2022)

## 9.3 2023 Exploration

### 9.3.1 Soil Sampling

The 2023 soil samples were taken in the same manner as the 2021 soil samples.

A focussed geochemical soil sampling programme was carried out over specific areas in both PEPM13274 and PR15130 to better define the geochemical anomalies in three target areas; Mont Agoma, Mont Agoma Northwest and Kalayi. A total of 1,138 samples were collected every 20 m along north-south and northeast-southwest orientated lines spaced 50 m apart. Infill sampling was conducted over specific areas every 10 m along lines spaced 25 m apart. High-grade tin anomalies were identified at the Mont Agoma target and the Kalayi target (Figure 9-5). The Kalayi tin in soil anomaly is parallel and lies to the west of the Mont Agoma anomaly. It extends for approximately 2,000 m at a threshold of 40 ppm Sn. Although, of considerably higher tin values, the Mont Agoma anomaly is less extensive than that of Kalayi at the 40 ppm threshold.



**Source:** Rome Resources (2023)

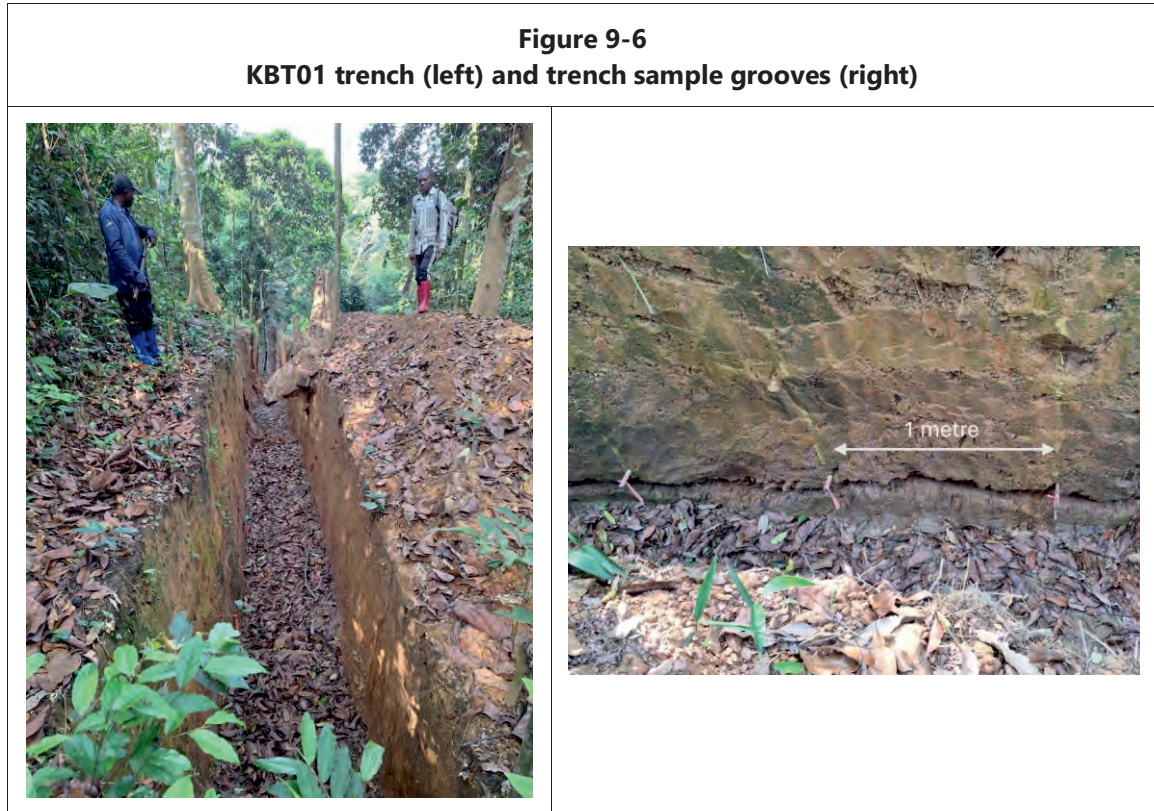
### 9.3.2 Trench Sampling

One trench (KBT1) was excavated in 2023 at the Kalayi prospect (Figure 9-6). The trench was 100 m in length with weathered bedrock exposed between 1.5 m to 2.5 m from surface below the



colluvium cover. Trench samples were taken in 1 m increments in the sidewall a few centimetres above the base (Figure 9-6).

The most significant portable XRF (pXRF) sample grade was of 0.1% Sn, 0.02% Cu and 0.25% Zn. A total of 107 samples were collected from the trench.



**Source:** J. Witley (2024)

The trench samples are suitable for semi-quantitative assessment of the magnitude of the tin mineralisation and are not considered of suitable representivity for Mineral Resource estimation.

### 9.3.3 Pitting

Five pits (KBPT01-05) were excavated and sampled in 2023 at the Kalayi prospect (Figure 9-7). A total of five samples were collected and the maximum recorded pXRF grades were 0.03% Sn and 0.01% Zn.

The pit samples are suitable for semi-quantitative assessment of the magnitude of the tin mineralisation and are not considered of suitable representivity for Mineral Resource estimation.





**Figure 9-7**  
**2023 Excavated pit**

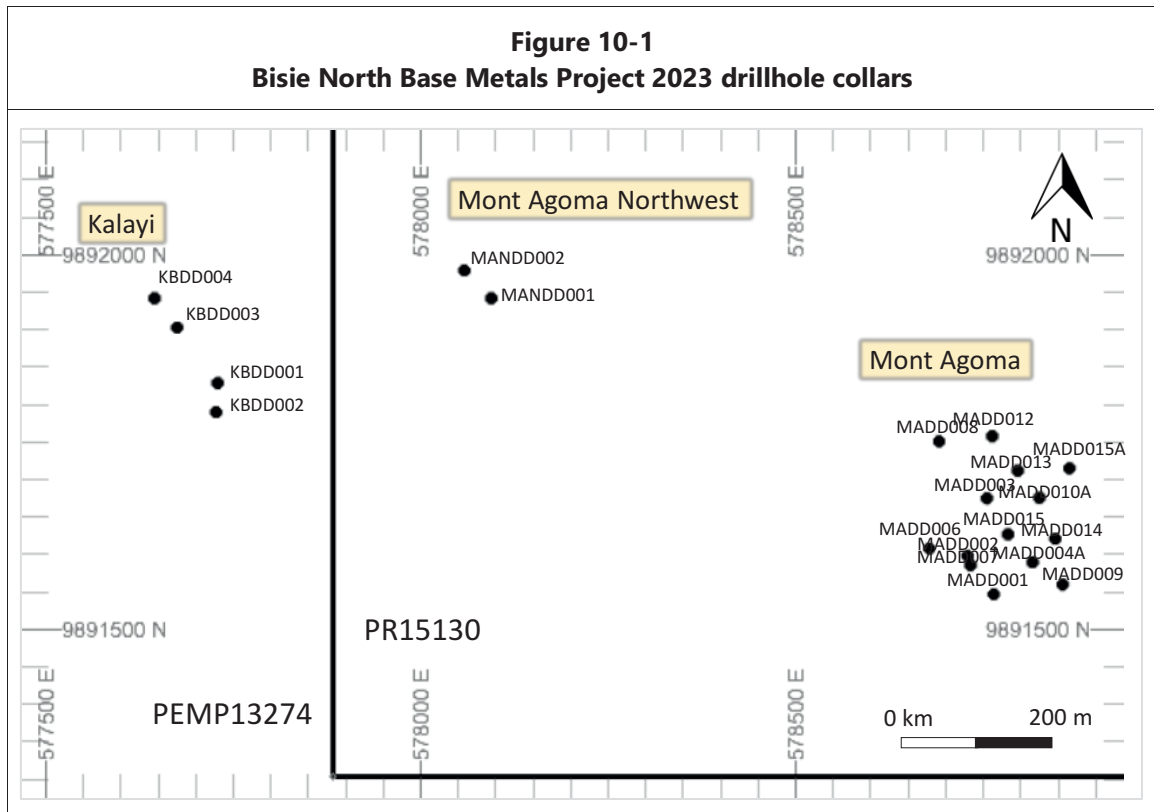


**Source:** Ndayalire (2023)

## 10 DRILLING

An initial phase of diamond drilling was carried out during 2023 in order to investigate the nature of the mineralisation below the surface geochemical soil anomalies and the artisanal workings. No drilling activities were in progress at the time of the CP site visit in 2024.

A total of 24 HQ size (63.5 mm diameter core) and NQ size (47.6 mm diameter core) diamond drillholes were collared at Bisie North and Northeast in 2023; 18 at the Mont Agoma prospect, 4 at the Kalayi prospect and 2 at the Mont Agoma Northwest target (Figure 10-1). Three of the holes at Mont Agoma were abandoned at less than 50 m depth, due to rods being stuck in the hole, and were redrilled at the same position. A total of 3,503.4 m were drilled, including the three holes that were abandoned. Drillholes were spaced approximately 50 m apart and drilled at a dip of approximately 60° towards the south west in order to intersect the schists as close as practically possible to perpendicular to the foliation. This is with the exception of MADD007, which was drilled at an azimuth of 50° towards the NE in order to further test the steeply dipping north east attitude of the mineralisation.



**Source:** Compiled by MSA, 2024

The location, azimuth, dip and final depth of each drillhole is presented in Table 10-1.



**Table 10-1  
Summary of the 2023 drillholes**

<b>Drillhole Name</b>	<b>X Collar (m)</b>	<b>Y Collar (m)</b>	<b>Z Collar (m)</b>	<b>Final Depth (m)</b>	<b>Azimuth (°)</b>	<b>Dip (°)</b>	<b>Status</b>
MADD001	578 764	9 891 547	852	254.5	230	-60	Completed
MADD002	578 733	9 891 586	847	279.0	230	-60	Completed
MADD003	578 755	9 891 675	842	116.5	230	-60	Stopped
MADD004	578 816	9 891 590	843	27.0	230	-60	Stopped – rods stuck
MADD004A	578 815	9 891 590	843	166.0	230	-60	Completed
MADD005	578 783	9 891 627	837	300.0	230	-60	Completed
MADD006	578 678	9 891 608	855	87.0	230	-60	Stopped – rods stuck
MADD007	578 729	9 891 598	854	225.0	50	-50	Completed
MADD008	578 691	9 891 751	827	222.0	230	-60	Completed
MADD009	578 856	9 891 560	824	150.0	230	-60	Completed
MADD010	578 825	9 891 676	805	48.0	230	-60	Stopped – rods stuck
MADD010A	578 824	9 891 676	805	223.5	230	-60	Completed
MADD011	578 796	9 891 712	827	148.0	230	-60	Stopped
MADD012	578 762	9 891 758	805	160.0	230	-60	Completed
MADD013	578 795	9 891 712	827	46.5	230	-75	Stopped – rods stuck
MADD014	578 846	9 891 621	812	222.5	230	-60	Completed
MADD015	578 865	9 891 715	787	28.5	240	-55	Stopped
MADD015A	578 865	9 891 715	787	235	230	-55	Completed
KBDD001	577 729	9 891 829	818	126.7	230	-50	Completed
KBDD002	577 727	9 891 790	812	96.4	230	-50	Completed
KBDD003	577 675	9 891 903	850	120.2	230	-50	Completed
KBDD004	577 645	9 891 942	852	120.2	230	-50	Completed
MANDD001	578 094	9 891 942	828	129.2	220	-50	Completed
MANDD002	578 058	9 891 979	843	137.7	220	-50	Completed

**Note:** Coordinates are handheld GPS coordinates and not final surveyed coordinates

Drilling at the Mont Agoma target was carried out by International Drilling Services LLC (IDS) and by Orezone Drilling at the Kalayi and Mont Agoma Northwest targets. IDS supplied two hydraulic, diesel-powered, heli-portable (modular assembly) drill rigs. Orezone supplied a Boyles A5 drill rig, slightly larger and heavier than the IDS rig. Both rigs utilised a standard 3 m long core barrel and all holes were collared and drilled until fresh rock intersection with HQ size and thereafter reduced to NQ size (Anderson, 2024). Several of the cores were orientated. A photo of a drill pad the year after drilling was completed is shown in Figure 10-2.





**Figure 10-2**  
**Drill pad at Kalayi (KBDD002) after completion of drilling**



**Source:** J. Witley (2024)

## 10.1 Drillhole Surveys

Drillhole collars were positioned using a hand held GPS unit in the Universal Transverse Mercator (UTM) 1984 World Geodetic System (WGS84) datum, with a Zone 35 South projection.

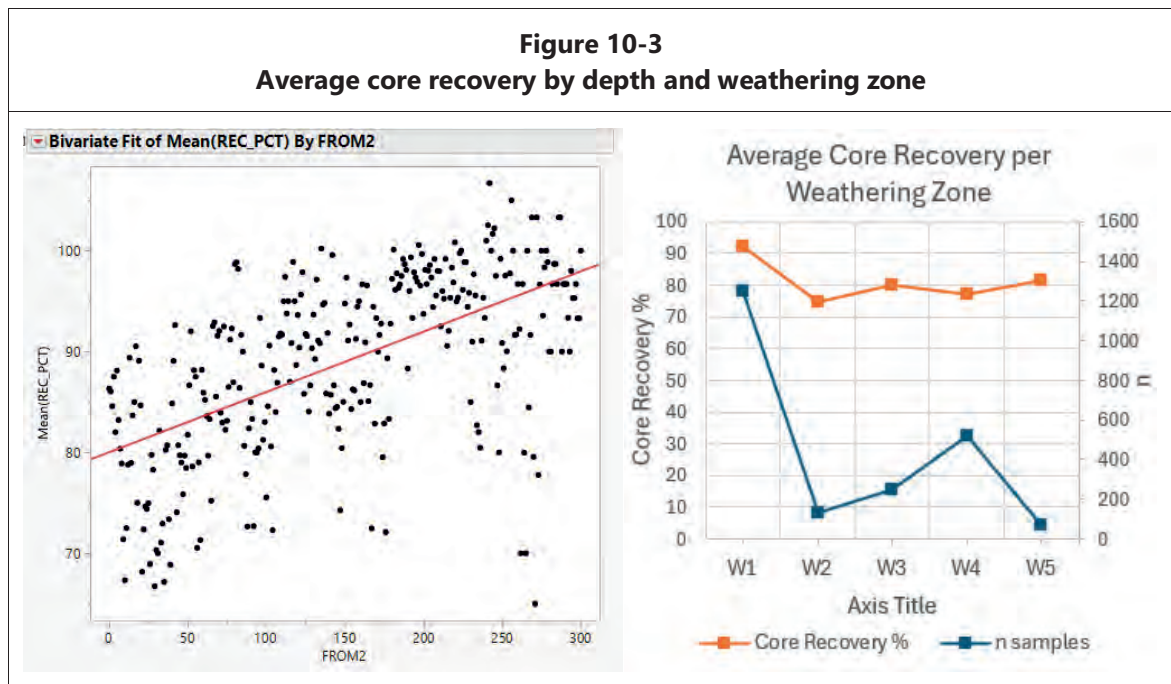
Downhole surveys were conducted using a Reflex EZ-Trac digital survey instrument and multi-shot receiver. Drillhole dips and dip directions were measured using a compass at the start of the hole (0 m interval) and thereafter were surveyed at 30 m intervals. Several holes at the Mont Agoma target were not surveyed down-the-hole including MADD004 (rods stuck at 27 m), MADD006 (stopped at 87 m), MADD010 (rods stuck at 48 m) and MADD013 (rods stuck at 46.5 m). Downhole surveys for drillholes at the Kalayi and Mont Agoma Northwest targets were not completed.

## 10.2 Core Recovery

Drill core was recovered from the core barrels, washed and placed into core trays at the drill site. The length of each run was checked and depth marked on core blocks at the end of each run. Each core tray was numbered and marked with the drillhole identity number (BHID) before being transported by helicopter to the exploration camp.



Core recovery was documented for 10 drillholes (MADD001 to MADD010A). Core-recovery was not recorded for re-drilled holes. The core recovery was calculated after the core was fitted or “locked” and each metre marked on the core. The average core recovery for the 10 holes is 85% and increases with depth (Figure 10-3). Core recovery was noted to generally be good within the mineralised zone and surrounding country rock. Core recovery does not appear to have a relationship with mineralised zones.



**Note:** W1 = Fresh Rock, W2 = Slightly Weathered, W3 = Moderately Weathered, W4 = Highly Weathered, W5 = Completely Weathered.

Most core recovery measurements were taken from samples in the fresh zone where core recovery is reasonable. A list of the average core recovery per weathered zone is as follows:

- W1 (Fresh Rock): 92.0% (n = 1249)
- W2 (Slightly Weathered): 74.7% (n = 131)
- W3 (Moderately Weathered): 79.8% (n = 248)
- W4 (Highly Weathered): 77.2% (n = 521)
- W5 (Completely Weathered): 81.5% (n = 70)

Core recovery is generally acceptable, however the tin grade of samples in shear zones containing cassiterite may be subject to biases due to core losses.

### 10.3 Drillhole Logging

A summary of the drillhole lithology was recorded at the drill site for daily reporting purposes. This summary was based on each run, marked by yellow plastic core block markers, before core was





metre-marked. Core was then transported to the core logging facility (Figure 10-4) for precise metre-marking, core recovery and core loss calculation, as well as detailed lithological logging.

**Figure 10-4**  
**Logging area at the Bisie North Base Metals Project exploration camp**



**Source:** J. Witley (2024)

Coded logging information includes “From / To” depths, rock type, colour, weathering, structure, texture, alteration and mineralisation details logged to the nearest centimetre. Logging intervals were predominantly based on changes in rock type or mineralisation. Geotechnical information recorded includes rock quality designation (RQD). Structural measurements were recorded when core was successfully orientated (Anderson, 2024), however issues with the orientation instrument resulted in limited success with the core orientation.

#### **10.4 Density Measurements**

Relative density (RD) measurements were taken using the Archimedes principle (weight in air versus weight in water). A selected dry core sample representing the geology of the zone was weighed on a scale and the mass of the sample in air was recorded. The core sample was then suspended below the scale and immersed in a water bath to record the mass of the sample in water. The formula used to calculate the RD is:



$$RD = \text{weight in air} / (\text{weight in air} - \text{weight in water})$$

A total of 766 full core samples were selected from mineralised intervals at rate of one or two per core tray, ranging in thickness from 10 cm to 1.24 m. Samples were not selected from friable or weathered zones (W5 – completely weathered). Rock type and weathering codes were recorded with the calculated RD for each sample. Table 10-2 presents the mean RD per rock type and weathering category.

Lithology	Rock Code	Fresh Rock (W1)		Slightly weathered (W2)		Moderately weathered (W3)		Highly weathered (W4)	
		n	RD	n	RD	n	RD	n	RD
Chlorite-mica schist	CMSH	63	2.90	2	2.60	-	-	-	-
Chlorite schist	CSCH	12	3.15	-	-	-	-	-	-
Gossan	GOSN	5	2.70	1	2.43	8	2.32	63	2.47
Mica Schist	MSCH	96	2.70	24	2.19	3	2.16	-	-
Massive sulphide zone	MSZ	48	3.26	-	-	-	-	-	-
Oxidized zone	OXZ	-	-	5	2.26	63	2.20	-	-
Quartz-chlorite-mica schist	QCMS	224	2.88	-	-	-	-	-	-
Quartz-chlorite schist	QCSC	2	2.91	-	-	-	-	-	-
Quartz-mica schist	QMSH	58	2.84	3	2.27	-	-	-	-
Quartz schist	QSCH	37	2.83	2	2.87	-	-	-	-
Quartz vein	QZV	7	2.60	-	-	-	-	3	2.41
Saprock	SAPR	-	-	-	-	-	-	6	2.30
Shale	SHL	3	3.14	-	-	-	-	-	-
Silicified zone	SILZ	12	2.75	1	2.17	5	2.09	-	-
Talc schist	TSCH	-	-	2	2.90	-	-	-	-

**Note:** W1 = Fresh Rock, W2 = Slightly Weathered, W3 = Moderately Weathered, W4 = Highly Weathered, W5 = Completely Weathered.

## 10.5 Results of the Drilling Programme

Significant intersections were defined by MSA using the following thresholds:

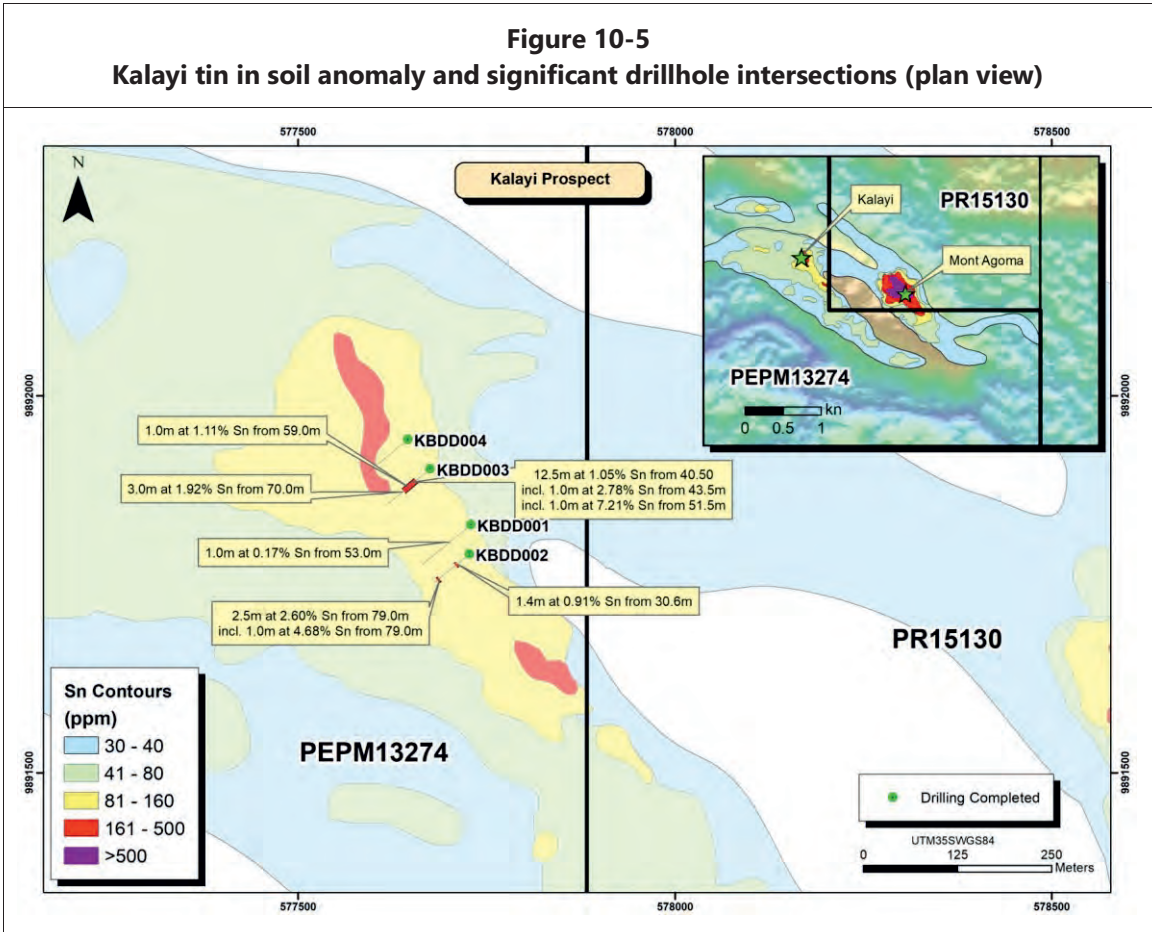
- Minimum intersection thickness: 1 m
- Maximum gap between significant grades: 3 m
- Minimum significant grade: 0.15% Sn / 0.5% Cu / 2% Zn / 50 ppm Ag / 0.25 g/t Au

Intersections with grades above the threshold but near to surface (< 5 mbs) have not been reported as they are potentially in transported (colluvial) material.



### 10.5.1 Kalayi Prospect

A total of four diamond drillholes for 463.5 m were drilled to examine the nature of the Kalayi mineralisation beneath the Kalayi Boeing artisanal workings over a strike distance of 150 m. Figure 10-5 and Table 10-3 show the soil tin anomaly and significant drillhole intersections at the Kalayi prospect.



Source: D. Vermaakt (2024)

The mineralised intersections in the Kalayi drillholes are absent of significant copper or zinc mineralisation.



**Table 10-3**  
**Significant drillhole intersections at the Kalayi prospect (Sn only)**

No.	BHID	From (m)	To (m)	Drilled length (m)	Sn (%)
1	KBDD001	53.0	54.0	1.0	0.17
2	KBDD002	30.6	32.0	1.4	0.91
3	KBDD002	79.0	81.5	2.5	2.60
	includes	79.0	80.0	1.0	4.68
4	KBDD003	40.5	52.5	12.5	1.05
	includes	43.5	44.5	1.0	2.78
	includes	51.5	52.5	1.0	7.21
5	KBDD003	59.0	60.0	1.0	1.11
6	KBDD003	70.0	73.0	3.0	1.92
-	KBDD004	Drillhole not sampled (no visible or pXRF identified mineralisation)			

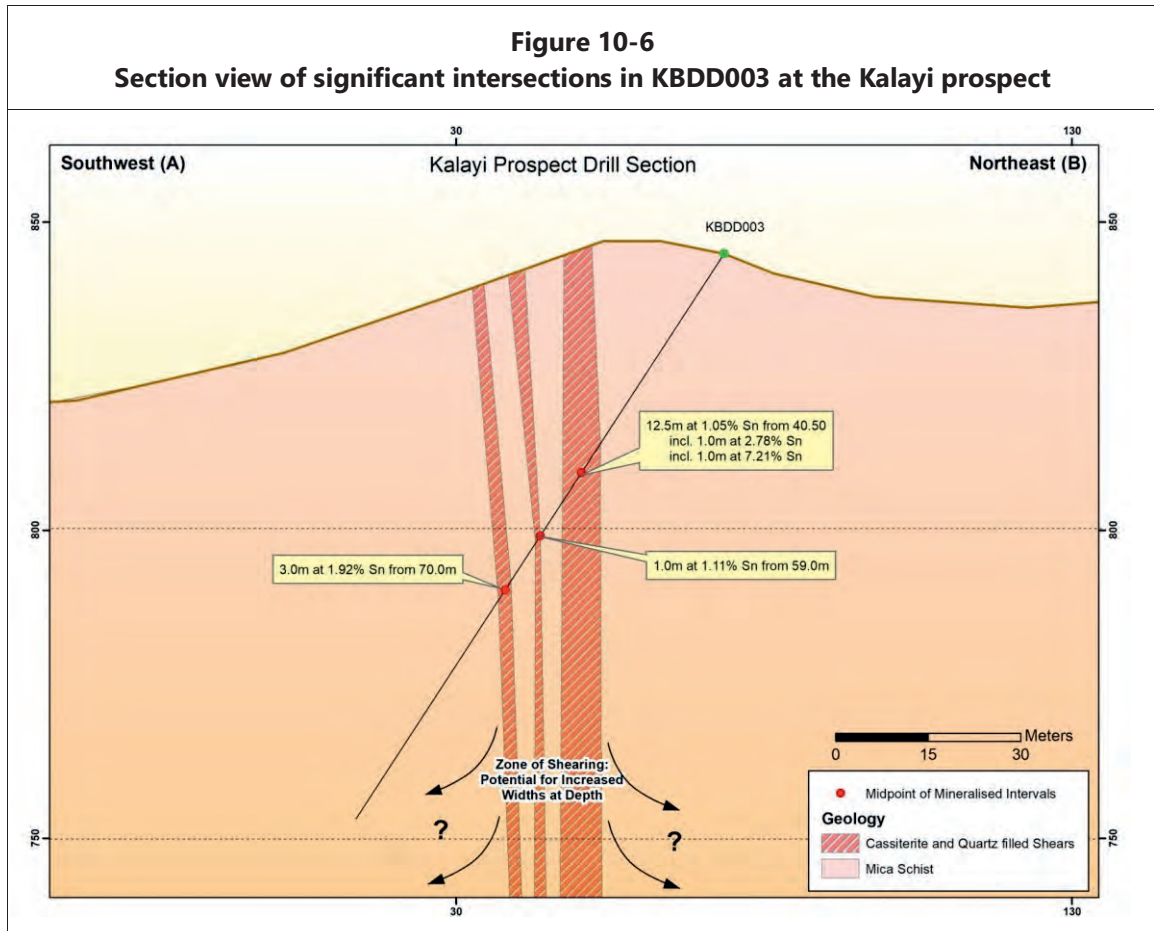
The drilled length of the mineralised interval does not represent true thickness. While it is assumed that the veins hosting cassiterite at Kalayi are close to vertical, this has yet to be definitively established. Intersection angles of the foliation with the core axis support the steeply dipping interpretation.

The significant intersections and interpreted section through drillhole KBDD003 at Kalayi are presented in Figure 10-6.





**Figure 10-6**  
**Section view of significant intersections in KBDD003 at the Kalayi prospect**



**Source:** D. Vermaakt (2024)

Figure 10-7A illustrates coarse, black, euhedral to subhedral cassiterite in weathered schist associated with quartz veining in KBDD002 at a depth of 31.5 m. The photograph in Figure 10-7B was taken from KBDD002 at a depth of 51.8 m and shows pinkish cassiterite associated with chloritisation and quartz veining in fresh rock.

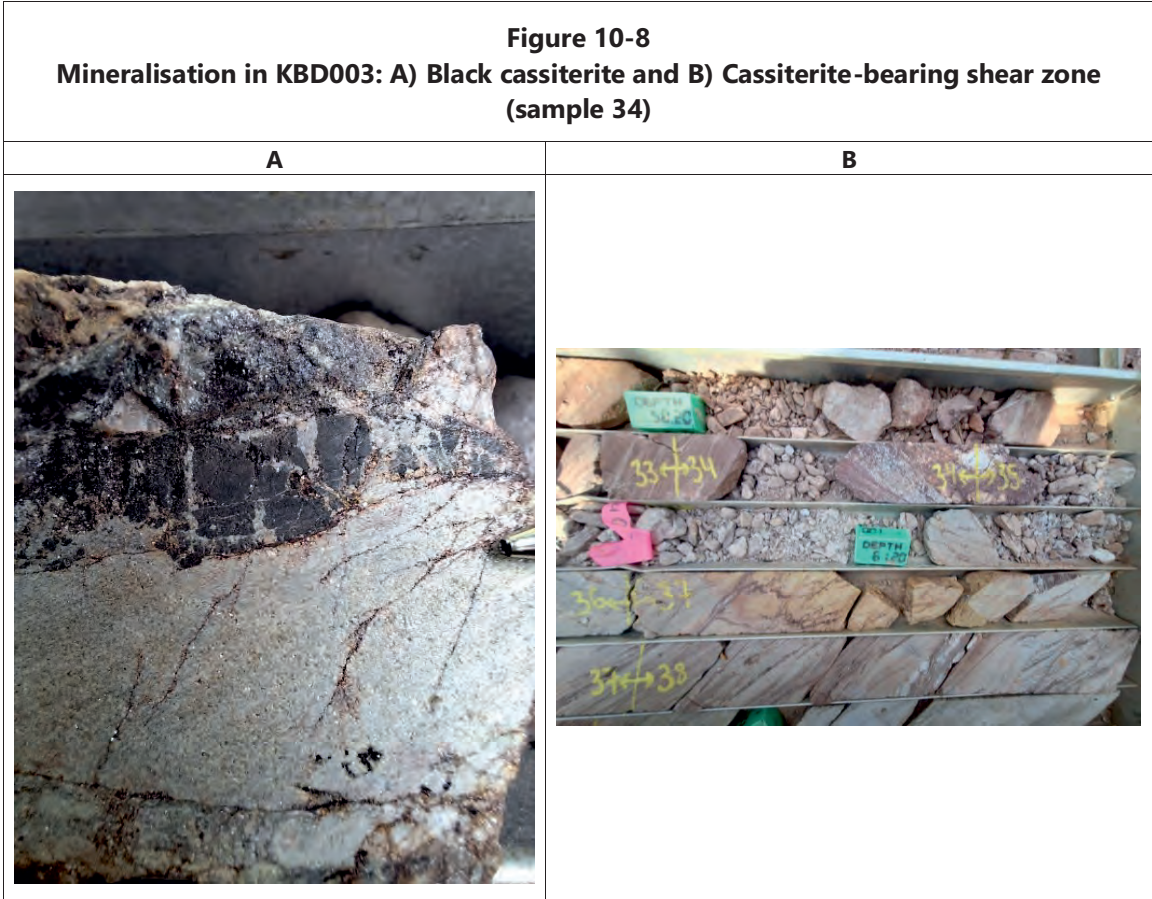


**Figure 10-7**  
**Mineralisation in KBDD002: A) Black cassiterite and B) Pinkish cassiterite**



**Source:** J. Witley (2024)

Figure 10-8A shows coarse, black, euhedral to subhedral cassiterite associated with quartz veining in weathered schist in KBDD003 at a depth of 71 m. Figure 10-8B shows a cassiterite-bearing shear zone from 59.4 m to 60.0 m in KBDD003.



*Source: J. Witley (2024)*

**10.5.2 Mont Agoma Prospect**

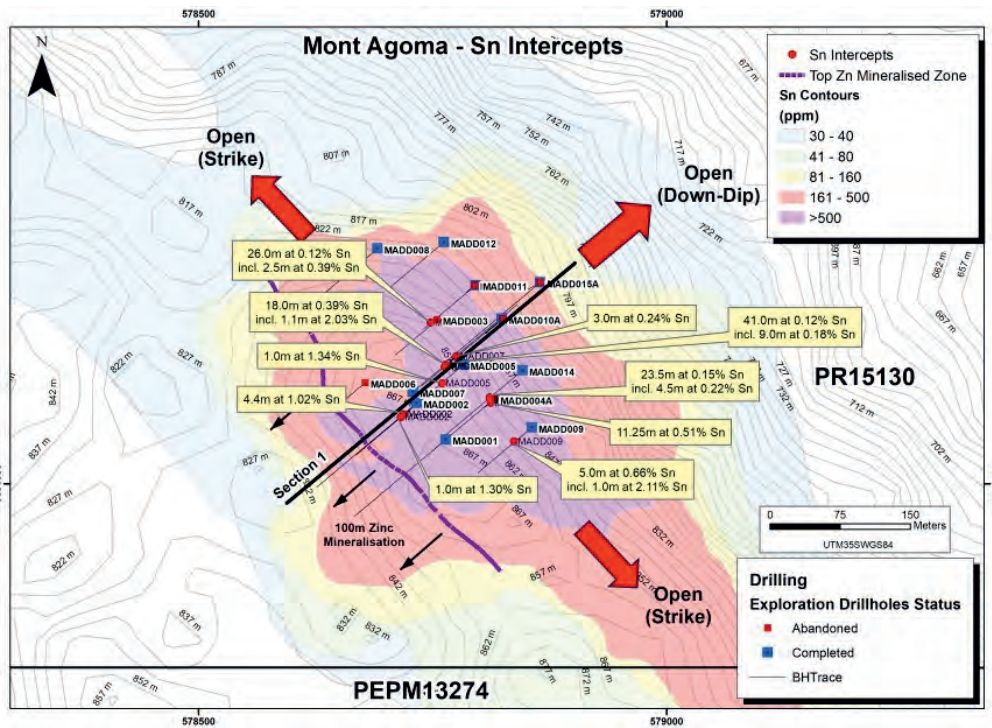
A total of 15 drillholes and 2,773 m were drilled to examine the nature of the Mont Agoma mineralisation beneath the tin in soil anomaly over a strike distance of 300 m. Three of the 18 holes collared were abandoned at shallow depths before intersecting the targeted zones and were redrilled.

High grade significant intersections are illustrated in Figure 10-9 for tin, Figure 10-10 for copper and Figure 10-11 for zinc, and the complete list of significant intersections for base metals and silver is shown in Table 10-4.



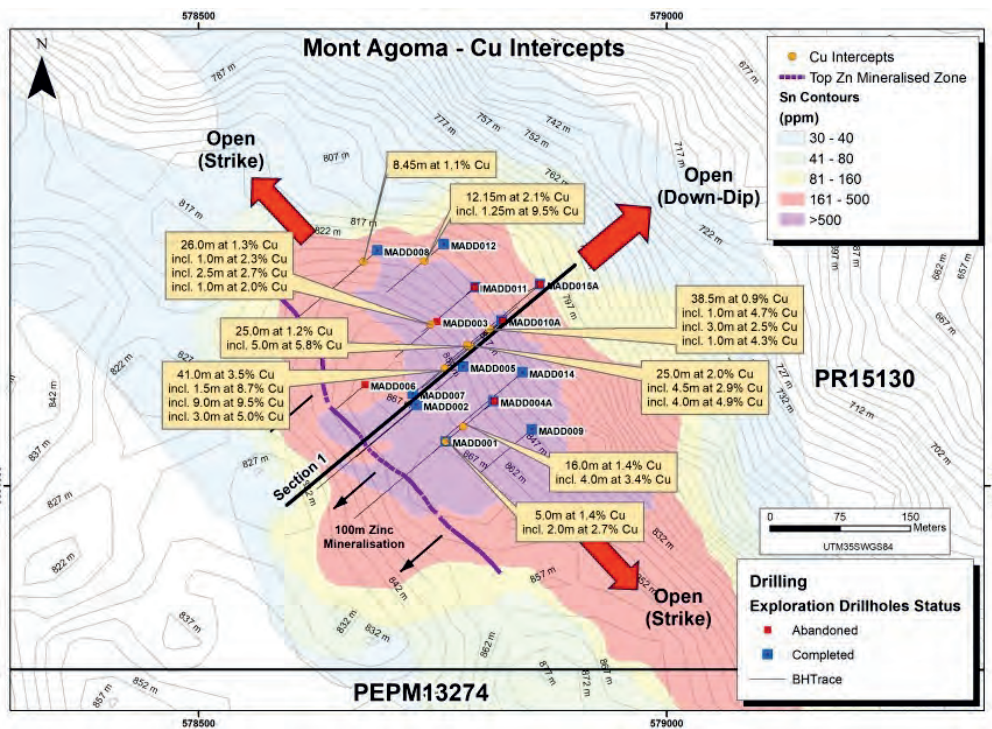


**Figure 10-9**  
**Mont Agoma tin in soil anomaly and significant tin drillhole intersections (plan view)**



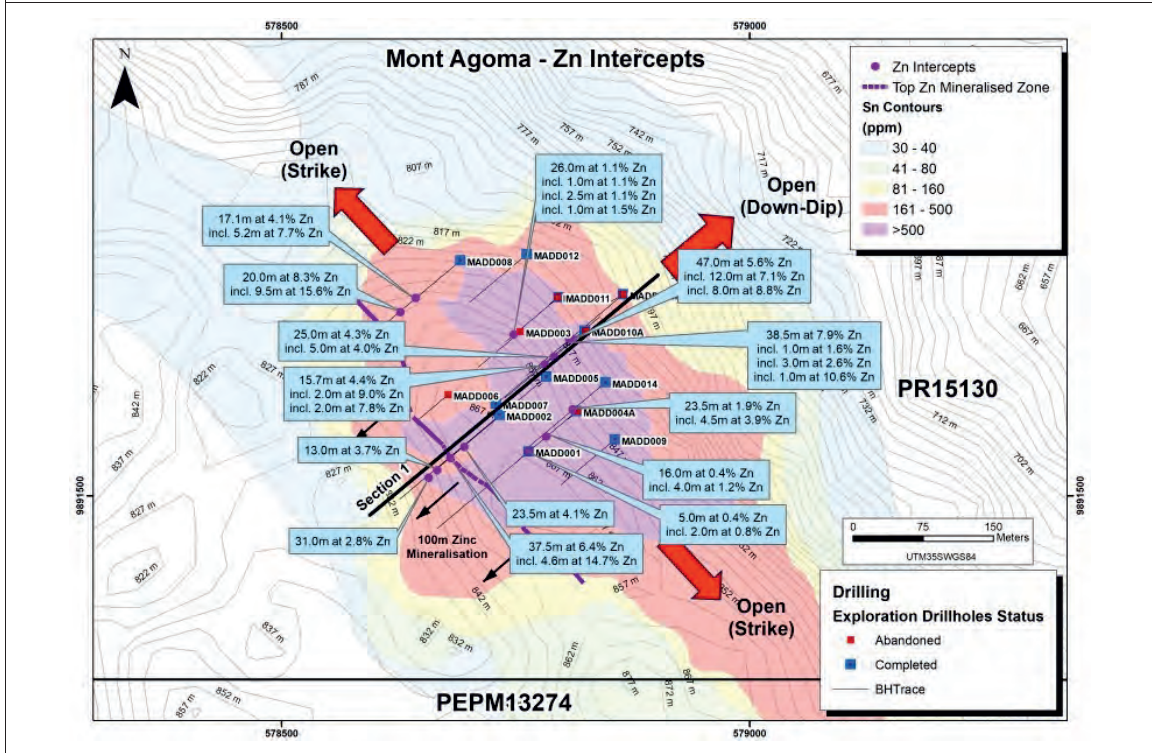
Source: D. Vermaakt, 2024

**Figure 10-10**  
**Mont Agoma tin in soil anomaly and significant Cu drillhole intersections (plan view)**



Source: D. Vermaakt, 2024

**Figure 10-11**  
**Mont Agoma tin in soil anomaly and significant Zn drillhole intersections (plan view)**



Source: D. Vermaakt, 2024

**Table 10-4**  
**Significant drillhole intersections at the Mont Agoma prospect**

No.	BHID	From (m)	To (m)	Drilled length (m)	Sn (%)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)
1	MADD001	35.0	39.1	4.1	0.35	0.22	0.01	0.24	19.4
2	MADD001	78.0	80.0	2.0	0.01	0.02	3.14	0.13	5.0
3	MADD001	87.5	149.0	61.5	0.02	0.01	3.15	0.00	3.2
	includes	122.0	128.0	6.0	0.03	0.01	5.73	0.00	3.2
	includes	141.5	143.0	1.5	0.09	0.01	8.46	0.00	1.1
4	MADD001	173.5	175.0	1.5	0.01	0.02	3.53	0.00	0.8
5	MADD001	184.0	198.3	14.3	0.01	0.02	3.13	0.00	0.8
	includes	185.5	187.0	1.5	0.00	0.02	6.23	0.01	1.9
6	MADD001	211.0	212.5	1.5	0.01	0.03	2.44	0.01	0.8
7	MADD002	36.0	40.4	4.4	1.02	0.10	0.03	0.14	24.2
8	MADD002	46.0	47.0	1.0	1.30	0.07	0.01	0.10	0.0
9	MADD002	83.5	89.5	4.15	0.01	0.01	2.42	0.02	0.9
	MADD002	94.0	117.5	23.5	0.02	0.01	4.12	0.01	0.6
	includes	96.4	99.1	2.7	0.03	0.01	6.92	0.00	0.0
	includes	104.5	108.5	4.0	0.02	0.01	5.68	0.00	0.0
	Includes	115.0	117.5	2.5	0.04	0.01	7.03	0.01	0.0
11	MADD002	127.0	164.5	37.5	0.03	0.02	6.42	0.03	1.3



No.	BHID	From (m)	To (m)	Drilled length (m)	Sn (%)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)
	includes	129.4	134.0	4.6	0.08	0.02	14.73	0.06	1.6
	includes	136.0	137.0	1.0	0.01	0.01	7.08	0.01	0.0
	includes	144.5	157.1	12.6	0.03	0.01	8.26	0.00	0.7
12	<b>MADD002</b>	<b>179.0</b>	<b>192.0</b>	<b>13.0</b>	<b>0.02</b>	<b>0.02</b>	<b>3.67</b>	<b>0.00</b>	<b>0.0</b>
	includes	190.0	192.0	2.0	0.04	0.02	9.38	0.00	0.0
13	<b>MADD002</b>	<b>196.0</b>	<b>227.0</b>	<b>31.0</b>	<b>0.02</b>	<b>0.02</b>	<b>2.81</b>	<b>0.01</b>	<b>0.8</b>
	includes	205.0	206.0	1.0	0.01	0.02	6.46	0.04	1.8
	includes	208.0	210.0	2.0	0.03	0.05	6.52	0.00	0.6
	includes	216.0	217.0	1.0	0.13	0.01	8.02	0.00	0.0
	includes	226.0	227.0	1.0	0.04	0.06	7.57	0.00	0.0
14	<b>MADD002</b>	<b>237.0</b>	<b>238.8</b>	<b>1.0</b>	<b>0.01</b>	<b>0.04</b>	<b>2.24</b>	<b>0.00</b>	<b>0.0</b>
15	<b>MADD003</b>	<b>12.0</b>	<b>13.0</b>	<b>1.0</b>	<b>0.24</b>	<b>0.10</b>	<b>0.04</b>	<b>0.37</b>	<b>0.0</b>
16	<b>MADD003</b>	<b>59.0</b>	<b>67.0</b>	<b>8.0</b>	<b>0.04</b>	<b>0.72</b>	<b>0.06</b>	<b>0.05</b>	<b>2.8</b>
17	<b>MADD003</b>	<b>74.5</b>	<b>76.0</b>	<b>1.5</b>	<b>0.34</b>	<b>0.07</b>	<b>0.59</b>	<b>0.15</b>	<b>1.3</b>
18	<b>MADD003</b>	<b>82.0</b>	<b>87.65</b>	<b>5.65</b>	<b>0.11</b>	<b>1.24</b>	<b>1.69</b>	<b>1.99</b>	<b>21.2</b>
19	<b>MADD003</b>	<b>93.3</b>	<b>101.5</b>	<b>8.2</b>	<b>0.14</b>	<b>1.89</b>	<b>0.89</b>	<b>0.18</b>	<b>20.2</b>
20	<b>MADD004</b>	<b>5.75</b>	<b>17.0</b>	<b>11.25</b>	<b>0.51</b>	<b>0.06</b>	<b>0.08</b>	<b>0.25</b>	<b>0.0</b>
21	<b>MADD004</b>	<b>22.5</b>	<b>24.0</b>	<b>1.5</b>	<b>0.22</b>	<b>0.02</b>	<b>0.05</b>	<b>0.03</b>	<b>0.0</b>
22	<b>MADD004A</b>	<b>7.0</b>	<b>10.5</b>	<b>3.5</b>	<b>0.19</b>	<b>0.05</b>	<b>0.10</b>	<b>0.32</b>	<b>0.0</b>
23	<b>MADD004A</b>	<b>14.0</b>	<b>17.0</b>	<b>3.0</b>	<b>0.40</b>	<b>0.04</b>	<b>0.15</b>	<b>0.07</b>	<b>0.5</b>
24	<b>MADD004A</b>	<b>76.0</b>	<b>92.0</b>	<b>16.0</b>	<b>0.03</b>	<b>1.37</b>	<b>0.40</b>	<b>0.38</b>	<b>14.6</b>
	includes	88.0	92.0	4.0	0.06	3.36	1.16	0.74	34.6
25	<b>MADD004A</b>	<b>133.0</b>	<b>138.0</b>	<b>5.0</b>	<b>0.01</b>	<b>1.37</b>	<b>0.41</b>	<b>0.01</b>	<b>5.7</b>
	includes	135.0	137.0	2.0	0.01	2.70	0.77	0.01	6.9
26	<b>MADD005</b>	<b>9.0</b>	<b>13.0</b>	<b>4.0</b>	<b>0.18</b>	<b>0.16</b>	<b>0.06</b>	<b>0.06</b>	<b>0.0</b>
27	<b>MADD005</b>	<b>29.0</b>	<b>40.0</b>	<b>11.0</b>	<b>0.33</b>	<b>0.11</b>	<b>0.02</b>	<b>0.05</b>	<b>0.6</b>
28	<b>MADD005</b>	<b>61.0</b>	<b>62.0</b>	<b>1.0</b>	<b>1.34</b>	<b>0.10</b>	<b>0.05</b>	<b>0.06</b>	<b>0.0</b>
29	<b>MADD005</b>	<b>65.65</b>	<b>74.0</b>	<b>8.35</b>	<b>0.02</b>	<b>1.31</b>	<b>0.11</b>	<b>0.06</b>	<b>4.8</b>
	includes	69.5	71.0	1.5	0.02	3.16	0.39	0.18	21.0
30	<b>MADD005</b>	<b>92.0</b>	<b>104.25</b>	<b>12.25</b>	<b>0.11</b>	<b>2.40</b>	<b>1.51</b>	<b>0.18</b>	<b>20.0</b>
	includes	94.5	98.0	3.5	0.22	3.15	1.56	0.23	30.7
	includes	101.0	103.0	1.0	0.16	5.60	2.52	0.16	36.6
31	<b>MADD005</b>	<b>143.0</b>	<b>145.0</b>	<b>2.0</b>	<b>0.01</b>	<b>0.02</b>	<b>3.13</b>	<b>0.01</b>	<b>2.6</b>
32	<b>MADD005</b>	<b>167.0</b>	<b>174.0</b>	<b>7.0</b>	<b>0.02</b>	<b>0.02</b>	<b>3.32</b>	<b>0.01</b>	<b>1.7</b>
	includes	173.0	174.0	1.0	0.02	0.03	5.86	0.01	1.8
33	<b>MADD005</b>	<b>180.5</b>	<b>189.0</b>	<b>8.5</b>	<b>0.01</b>	<b>0.02</b>	<b>2.85</b>	<b>0.06</b>	<b>2.3</b>
	includes	181.0	183.0	1.5	0.01	0.00	5.02	0.05	1.0
34	<b>MADD005</b>	<b>196.5</b>	<b>203.0</b>	<b>6.5</b>	<b>0.01</b>	<b>0.01</b>	<b>2.94</b>	<b>0.00</b>	<b>0.0</b>
35	<b>MADD005</b>	<b>226.0</b>	<b>230.1</b>	<b>4.1</b>	<b>0.01</b>	<b>0.01</b>	<b>6.56</b>	<b>0.00</b>	<b>0.6</b>
36	<b>MADD005</b>	<b>235.0</b>	<b>246.0</b>	<b>11.0</b>	<b>0.01</b>	<b>0.01</b>	<b>4.00</b>	<b>0.01</b>	<b>1.1</b>
	includes	236.0	239.5	3.5	0.01	0.02	8.70	0.01	1.4
37	<b>MADD005</b>	<b>251.0</b>	<b>256.0</b>	<b>5.0</b>	<b>0.01</b>	<b>0.02</b>	<b>2.97</b>	<b>0.00</b>	<b>1.0</b>
	includes	254.5	256.0	1.5	0.02	0.03	7.52	0.01	2.0
-	<b>MADD006</b>	Drillhole not sampled (no visible or pXRF identified mineralisation)							
38	<b>MADD007</b>	<b>70.0</b>	<b>73.0</b>	<b>3.0</b>	<b>0.24</b>	<b>0.03</b>	<b>0.01</b>	<b>0.06</b>	<b>3.2</b>
39	<b>MADD007</b>	<b>85.0</b>	<b>103.0</b>	<b>18.0</b>	<b>0.39</b>	<b>0.13</b>	<b>0.03</b>	<b>0.39</b>	<b>1.8</b>





No.	BHID	From (m)	To (m)	Drilled length (m)	Sn (%)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)
	includes	99.0	100.1	1.1	2.03	0.12	0.01	0.66	2.1
40	<b>MADD007</b>	<b>148.5</b>	<b>187.0</b>	<b>38.5</b>	<b>0.06</b>	<b>0.86</b>	<b>7.93</b>	<b>0.58</b>	<b>7.4</b>
	includes	151.0	152.0	1.0	0.03	4.67	1.60	0.47	8.1
	includes	157.0	160.	3.0	0.01	2.54	2.61	1.14	9.4
	includes	166.0	167.0	1.0	0.03	4.25	10.55	0.54	3.6
41	<b>MADD008</b>	<b>25.0</b>	<b>26.5</b>	<b>1.5</b>	<b>0.01</b>	<b>1.33</b>	<b>0.04</b>	<b>0.38</b>	<b>3.9</b>
42	<b>MADD008</b>	<b>34.55</b>	<b>43.0</b>	<b>8.45</b>	<b>0.06</b>	<b>1.09</b>	<b>0.03</b>	<b>0.03</b>	<b>11.5</b>
43	<b>MADD008</b>	<b>50.0</b>	<b>59.4</b>	<b>9.4</b>	<b>0.02</b>	<b>0.56</b>	<b>0.37</b>	<b>0.10</b>	<b>8.1</b>
44	<b>MADD008</b>	<b>68.0</b>	<b>70.0</b>	<b>2.0</b>	<b>0.02</b>	<b>0.78</b>	<b>0.90</b>	<b>0.48</b>	<b>17.1</b>
45	<b>MADD008</b>	<b>72.5</b>	<b>74.0</b>	<b>1.5</b>	<b>0.09</b>	<b>0.62</b>	<b>0.90</b>	<b>0.48</b>	<b>12.5</b>
46	<b>MADD008</b>	<b>78.35</b>	<b>82.0</b>	<b>3.65</b>	<b>0.08</b>	<b>0.52</b>	<b>1.74</b>	<b>0.68</b>	<b>27.2</b>
47	<b>MADD008</b>	<b>104.1</b>	<b>109.5</b>	<b>5.4</b>	<b>0.12</b>	<b>0.04</b>	<b>3.67</b>	<b>0.24</b>	<b>15.6</b>
48	<b>MADD008</b>	<b>116.9</b>	<b>134.0</b>	<b>17.1</b>	<b>0.04</b>	<b>0.05</b>	<b>4.05</b>	<b>0.14</b>	<b>4.3</b>
	includes	122.9	128.1	5.2	0.09	0.04	7.66	0.14	4.9
49	<b>MADD008</b>	<b>145.0</b>	<b>146.0</b>	<b>1.0</b>	<b>0.01</b>	<b>0.01</b>	<b>2.05</b>	<b>0.01</b>	<b>0.0</b>
50	<b>MADD008</b>	<b>160.0</b>	<b>180.0</b>	<b>20.0</b>	<b>0.03</b>	<b>0.06</b>	<b>8.25</b>	<b>0.14</b>	<b>3.1</b>
	includes	170.5	180.0	9.5	0.03	0.03	15.57	0.11	3.3
51	<b>MADD009</b>	<b>7.0</b>	<b>9.0</b>	<b>2.0</b>	<b>0.25</b>	<b>0.03</b>	<b>0.13</b>	<b>0.10</b>	<b>0.0</b>
52	<b>MADD009</b>	<b>22.0</b>	<b>23.0</b>	<b>1.0</b>	<b>0.38</b>	<b>0.03</b>	<b>0.02</b>	<b>0.02</b>	<b>0.0</b>
53	<b>MADD009</b>	<b>46.0</b>	<b>52.0</b>	<b>5.0</b>	<b>0.66</b>	<b>0.14</b>	<b>0.02</b>	<b>0.12</b>	<b>2.7</b>
	includes	47.0	48.0	1.0	2.11	0.05	0.02	0.12	0.0
-	<b>MADD010</b>	Drillhole not sampled (hole abandoned at 48 m)							
54	<b>MADD010A</b>	<b>52.0</b>	<b>55.0</b>	<b>3.0</b>	<b>0.16</b>	<b>0.02</b>	<b>0.01</b>	<b>0.09</b>	<b>2.8</b>
55	<b>MADD010A</b>	<b>75.0</b>	<b>100.0</b>	<b>25.0</b>	<b>0.02</b>	<b>1.22</b>	<b>4.34</b>	<b>0.30</b>	<b>7.8</b>
	includes	75.0	80.0	5.0	0.02	5.78	3.98	0.04	4.6
56	<b>MADD010A</b>	<b>105.0</b>	<b>120.7</b>	<b>15.7</b>	<b>0.05</b>	<b>0.12</b>	<b>4.37</b>	<b>0.07</b>	<b>3.5</b>
	includes	111.0	113.0	2.0	0.15	0.11	8.93	0.10	4.3
	includes	118.0	120.0	2.0	0.03	0.18	7.83	0.11	4.9
57	<b>MADD010A</b>	<b>139.0</b>	<b>180.0</b>	<b>41.0</b>	<b>0.12</b>	<b>3.52</b>	<b>0.59</b>	<b>0.07</b>	<b>29.0</b>
	includes	144.5	146.0	1.5	0.13	8.66	0.73	0.18	83.8
	includes	149.0	158.0	9.0	0.18	9.52	1.44	0.15	66.2
	includes	161.0	162.0	1.0	0.11	2.61	0.54	0.02	14.8
	includes	165.0	168.0	3.0	0.08	5.01	0.16	0.02	28.9
	includes	175.0	176.0	1.0	0.03	2.53	0.25	0.01	12.6
58	<b>MADD011</b>	<b>91.0</b>	<b>92.0</b>	<b>1.0</b>	<b>0.23</b>	<b>0.03</b>	<b>0.02</b>	<b>0.16</b>	<b>10.1</b>
59	<b>MADD011</b>	<b>95.0</b>	<b>103.0</b>	<b>8.0</b>	<b>0.06</b>	<b>0.58</b>	<b>2.77</b>	<b>0.26</b>	<b>9.0</b>
	includes	96.0	97.0	1.0	0.01	1.57	9.97	0.03	2.6
60	<b>MADD011</b>	<b>113.0</b>	<b>139.0</b>	<b>26.0</b>	<b>0.12</b>	<b>1.26</b>	<b>1.06</b>	<b>0.28</b>	<b>17.1</b>
	includes	114.0	115.0	1.0	0.07	2.34	1.13	1.06	15.8
	includes	123.0	125.5	2.5	0.39	2.66	1.13	0.72	46.1
	includes	138.0	139.0	1.0	0.12	2.01	1.52	0.21	23.1
61	<b>MADD011</b>	<b>147.0</b>	<b>148.0</b>	<b>1.0</b>	<b>0.02</b>	<b>1.66</b>	<b>0.09</b>	<b>0.02</b>	<b>16.8</b>
62	<b>MADD012</b>	<b>43.0</b>	<b>45.0</b>	<b>2.0</b>	<b>0.30</b>	<b>0.09</b>	<b>0.00</b>	<b>0.10</b>	<b>0.6</b>
	<b>MADD012</b>	<b>50.85</b>	<b>63.0</b>	<b>12.15</b>	<b>0.03</b>	<b>2.06</b>	<b>0.01</b>	<b>0.00</b>	<b>3.9</b>
	includes	52.75	54.0	1.25	0.05	9.47	0.03	0.00	13.4
63	<b>MADD012</b>	<b>90.0</b>	<b>92.5</b>	<b>2.5</b>	<b>0.02</b>	<b>0.24</b>	<b>2.94</b>	<b>0.43</b>	<b>5.5</b>



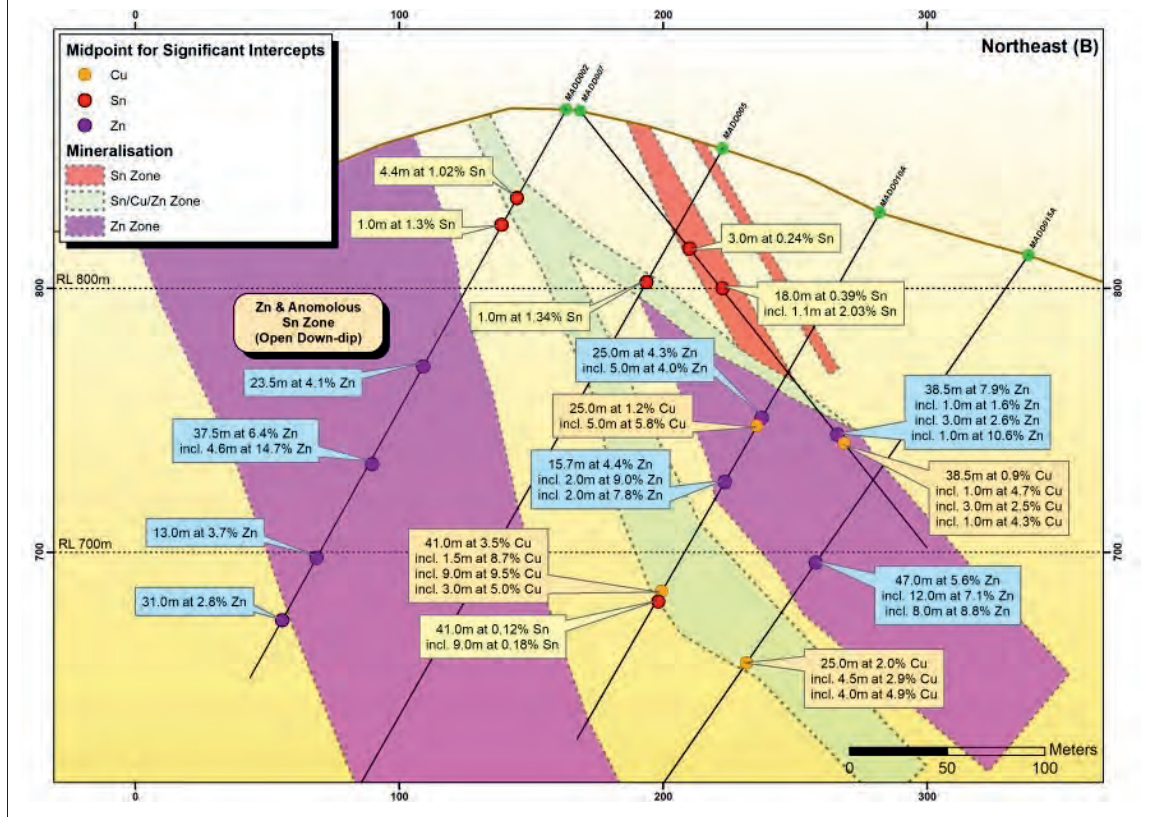
No.	BHID	From (m)	To (m)	Drilled length (m)	Sn (%)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)
64	<b>MADD012</b>	<b>98.0</b>	<b>108.0</b>	<b>10.0</b>	<b>0.08</b>	<b>1.43</b>	<b>1.44</b>	<b>0.58</b>	<b>21.8</b>
	includes	99.5	100.9	1.4	0.23	5.28	2.24	0.60	80.3
65	<b>MADD012</b>	<b>135.0</b>	<b>142.15</b>	<b>7.15</b>	<b>0.08</b>	<b>1.68</b>	<b>1.49</b>	<b>0.41</b>	<b>21.8</b>
	includes	135.0	137.0	2.0	0.04	2.42	0.85	0.28	26.8
	includes	138.0	139.0	1.0	0.24	2.42	1.94	0.66	31.7
-	<b>MADD013</b>	No significantly mineralised intersections							
66	<b>MADD014</b>	<b>42.0</b>	<b>43.0</b>	<b>1.0</b>	<b>0.18</b>	<b>0.00</b>	<b>0.00</b>	<b>0.06</b>	<b>0.0</b>
67	<b>MADD014</b>	<b>52.0</b>	<b>55.0</b>	<b>3.0</b>	<b>0.26</b>	<b>0.02</b>	<b>0.02</b>	<b>0.04</b>	<b>1.3</b>
68	<b>MADD014</b>	<b>73.5</b>	<b>111.0</b>	<b>23.5</b>	<b>0.15</b>	<b>2.51</b>	<b>1.90</b>	<b>0.61</b>	<b>10.5</b>
	includes	81.0	85.5	4.5	0.22	11.40	3.88	0.16	18.0
69	<b>MADD014</b>	<b>115.0</b>	<b>129.0</b>	<b>14.0</b>	<b>0.03</b>	<b>2.91</b>	<b>1.47</b>	<b>0.27</b>	<b>30.4</b>
	includes	115.0	125.0	10.0	0.04	3.77	1.02	0.22	41.2
70	<b>MADD014</b>	<b>150.0</b>	<b>161.0</b>	<b>11.0</b>	<b>0.01</b>	<b>0.99</b>	<b>0.31</b>	<b>0.01</b>	<b>1.1</b>
71	<b>MADD014</b>	<b>200.0</b>	<b>201.0</b>	<b>1.0</b>	<b>0.01</b>	<b>0.62</b>	<b>0.29</b>	<b>0.01</b>	<b>2.7</b>
-	<b>MADD015</b>	Drillhole not sampled (hole abandoned at 28.5 m)							
72	<b>MADD015A</b>	<b>111.0</b>	<b>158.0</b>	<b>47.0</b>	<b>0.05</b>	<b>0.12</b>	<b>5.59</b>	<b>0.48</b>	<b>9.0</b>
	includes	111.0	123.0	12.0	0.10	0.15	7.12	1.04	10.1
	includes	129.0	134.0	5.0	0.02	0.08	5.71	0.21	11.4
	includes	140.0	145.0	5.0	0.05	0.10	5.56	0.20	4.3
	includes	150.0	158.0	8.0	0.03	0.16	8.83	0.64	14.0
73	<b>MADD015A</b>	<b>167.0</b>	<b>192.0</b>	<b>25.0</b>	<b>0.10</b>	<b>1.96</b>	<b>0.32</b>	<b>0.12</b>	<b>25.5</b>
	includes	178.0	182.5	4.5	0.14	2.94	0.21	0.10	70.8
	includes	186.0	190.0	4.0	0.08	4.94	1.17	0.17	53.1
74	<b>MADD015A</b>	<b>204.0</b>	<b>206.0</b>	<b>2.0</b>	<b>0.23</b>	<b>0.52</b>	<b>0.09</b>	<b>0.01</b>	<b>4.6</b>

The drilled length of the mineralised interval does not represent true thickness. While it is assumed that the mineralised structures at Mont Agoma dip steeply to the northeast this has yet to be definitively established. Intersection angles of the foliation with the core axis support the steeply dipping interpretation. It should be further noted that MADD007 is interpreted to have been drilled at an angle close to the dip and strike of the mineralisation (Figure 10-12) and drilled lengths will therefore present a greatly exaggerated thickness than is likely.

The significant intersections and interpreted section through drillholes MADD002, MAD007, MADD005, MADD0010A and MADD0015A at Mont Agoma are presented in Figure 10-12.



**Figure 10-12**  
Section view of significant intersections at the Mont Agoma prospect



**Source:** D. Vermaakt, 2024

A portion of a significantly mineralised intersection in MADD010A is shown in Figure 10-13. The intersection 139 m to 180 m has an average copper grade of 3.5%, and includes 144.5 m to 146 m at 8.7% Cu.



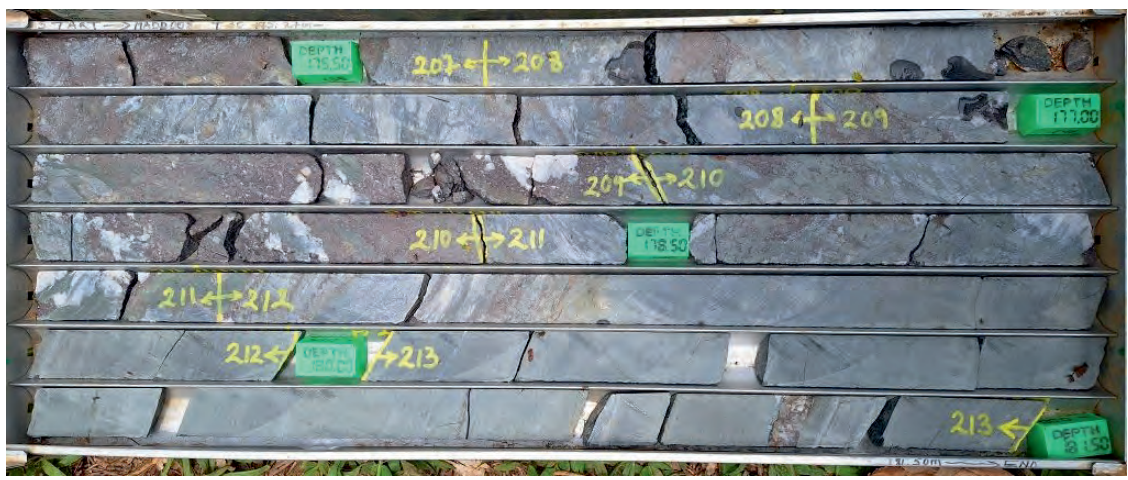
**Figure 10-13**  
Core photo of MADD010A showing pyrite-chalcopyrite dominant massive and semi-massive sulphides.



Source: Rome Resources, 2023

A portion of a significantly mineralised intersection in MADD008 is shown in Figure 10-14. The intersection from 170.5 m to 180.0 m has an average zinc grade of 8.3%.

**Figure 10-14**  
Core photo of MADD008 showing veins and bands of sphalerite-rich massive sulphide to 180 m above a pervasively chloritised schist



Source: J. Witley, 2024



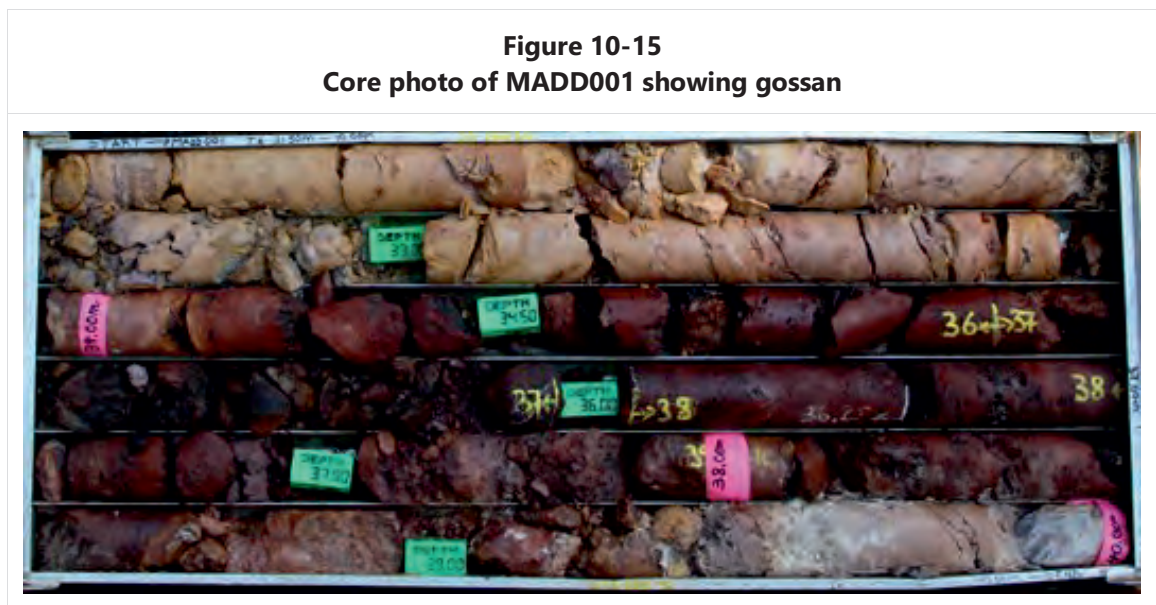


Samples were assayed for gold for the first five holes drilled at the Mont Agoma prospect. The significant intersections are presented in Table 10-5 and Table 10-6.

<b>Table 10-5 Significant Au &gt; 0.5 g/t drillhole intersections at the Mont Agoma prospect</b>					
No.	BHID	From (m)	To (m)	Drilled length (m)	Au (g/t)
1	MADD001	35.0	36.0	1.0	0.91
2	MADD003	5.0	7.0	2.0	1.13

<b>Table 10-6 Significant Au &gt; 0.25 g/t drillhole intersections at the Mont Agoma prospect</b>					
No.	BHID	From (m)	To (m)	Drilled length (m)	Au (g/t)
1	MADD001	35.0	39.1	4.1	0.38
2	MADD003	5.0	9.0	4.0	0.70
3	MADD003	22.5	23.0	0.5	0.35
4	MADD003	112.0	113.35	1.35	0.27
5	MADD004	10.5	21.0	10.5	0.27
6	MADD005	8.0	9.0	1.0	0.24
7	MADD005	14.0	15.5	1.5	0.41

The significant gold intersection in MADD001 is within vuggy gossan (Figure 10-15).



**Source:** Rome Resources, 2023

Significant gold intersections in MADD003 also occur within gossan, although elevated gold (0.27 g/t) occurs as a single sample taken from a unit of foliated chlorite-mica schist with





disseminated sulphides from a depth of 109.8 m to 116.5 m (EOH). The remaining samples in this unit returned gold values close to detection limit (0.01 g/t).

The gold intersections in MADD004 and MADD005 also occur within gossanous units in the highly weathered and oxidised zone.

### **10.5.3 Mont Agoma Northwest Prospect**

Two drillholes were completed at the Mont Agoma Northwest prospect with a total meterage of 266.9 m. These drillholes were not sampled as no visible or pXRF mineralisation was identified. MANDD001 was predominantly drilled through the oxide zone of a micaceous schist unit. At a depth of 105 m within the micaceous schist, a possible fault zone with minor sulphides was intersected. MANDD002 was also predominantly drilled through oxidised schists to a final depth of 137.7 m.



## 11 SAMPLE PREPARATION, ANALYSIS AND SECURITY

The CP is satisfied that the processes of sample preparation and analysis were implemented in accordance with the CIM Mineral Exploration Best Practice Guidelines of 2018.

### 11.1 Soil Samples

Samples were dried in steel pans over a small fire at the exploration camp as air drying was not possible in the humid climate. Dry samples were disaggregated using a mortar and pestle before sieving to collect a sample of approximately 0.5 kg passing through a classifying sieves of 500  $\mu\text{m}$  and 180  $\mu\text{m}$  (Figure 11-1). A 500 g sub-sample of the sieved fraction was transferred into a geochemical sample envelope and placed inside a thin-walled plastic bag and labelled with the sample number. A second split was similarly packaged and retained for analysis by a portable X-ray fluorescence (pXRF) instrument. Samples from the 2021 programme were prepared and analysed at the ALS laboratory in Johannesburg.

**Figure 11-1**  
**Soil sample preparation**



**Source:** J. Ombeni (2023)

The soil samples were packaged and transported via Kisangani to the Congolese Analytical Laboratory SARL (COAL) facilities in Lubumbashi for sample preparation. Samples were dried at 60°C and crushed to a minimum of 70% passing 2 mm. The crushed sample was pulverised using a ring mill to greater than 85% passing 75  $\mu\text{m}$ .

Pulp samples of between 50 g and 100 g were flown to the ALS Chemex Laboratory in Johannesburg, South Africa for multi-element (33) analysis by inductively coupled plasma atomic emission spectroscopy (ICP-AES), method code ME-ICP61, using four-acid digestion. Gold content



was analysed by fire assay (method code Au-AA24) for the 2021 samples. Tin content was analysed by wavelength dispersion XRF on a pressed pellet (method code ME-XRF05). ALS Chemex is SANAS accredited in accordance with ISO/IEC17025:2005.

Samples from the 2023 programme were analysed using the handheld pXRF for selected elements only.

## 11.2 Channel Samples

The channel samples were not pre-dried or sieved but sent to the Congolese Analytical Laboratory SARL (COAL) facilities in Lubumbashi for sample preparation following the same sample preparation methodology as the soil samples.

At ALS Chemex in Johannesburg, South Africa, the channel sample pulps were analysed for tin and gold content by XRF and fire assay respectively.

## 11.3 Core Samples

Sample intervals were dominantly based on changes in the visible mineralisation, structure and lithology. A minimum sample length of 0.4 m and a maximum sample length of 1.5 m was used with 0.5 m and 1.0 m being the most common sample intervals. A portable XRF (pXRF) instrument was used to assist in identifying mineralised zones for assaying. The pXRF analyses were carried out over the visibly mineralised intervals and favourable structures, and up to 5 m on either side of the mineralisation contacts.

Samples were recorded on a sampling log sheet including "From / To" depths, sample length and a unique sample identity number. The core was marked with a sample interval number in yellow marker, beginning at one for the first sample in each drillhole.

Cores were sawn longitudinally in half using a diamond-bladed core cutter or hand split in saprolite. A cut line was marked longitudinally down the core and the left hand side of the core (looking down the hole) was bagged for sampling, while the right hand side of the core was retained in the core tray for future reference. Sample bags were numbered with the ticket number and several samples were placed into polyweave bags which were marked with the respective sample numbers and sealed with a zip tie.

The polyweave bags were transported by helicopter from the exploration camp to Goma airport and transported by road to the Rome Resources office in Goma. Once permits were issued, the samples were air-freighted to Lubumbashi by the African Aviation Company (CAA Cargo) and collected from the CAA warehouse by an employee of the Congolese Analytical Laboratory SARL (COAL). Samples were dried at 60°C and crushed to a minimum of 70% passing 2 mm. The crushed sample was pulverised using a ring mill to greater than 85% passing 75 µm. Sub-samples of the pulped material were packaged for transport to the ALS Laboratory in Johannesburg, South Africa.

Samples were analysed at the ALS Laboratory in Johannesburg for multi-element analysis by inductively coupled plasma atomic emission spectroscopy (ICP-AES) method code ME-ICP61 using four-acid digestion. Gold content was analysed by fire assay (method code Au-AA24) only for the first five Mont Agoma drillholes. Tin content was analysed by wavelength dispersion XRF on a



pressed pellet (method code ME-XRF05 and ME-XRF15c for overlimit samples (> 5000 ppm Sn). ALS Chemex is SANAS accredited in accordance with ISO/IEC17025:2005.

## **11.4 Quality Control and Quality Assurance**

Appropriate quality assurance and quality control (QAQC) monitoring is a critical aspect of the sampling and assaying process in any exploration programme. Monitoring the quality of laboratory analyses is fundamental to ensuring the highest degree of confidence in the analytical data and providing the necessary confidence to make informed decisions when interpreting all the available information. In order to ensure quality standards are met and maintained, planning and implementation of a range of external quality control measures is required. Such measures are essential for minimising uncertainty and improving the integrity of the assay database and are aimed to provide:

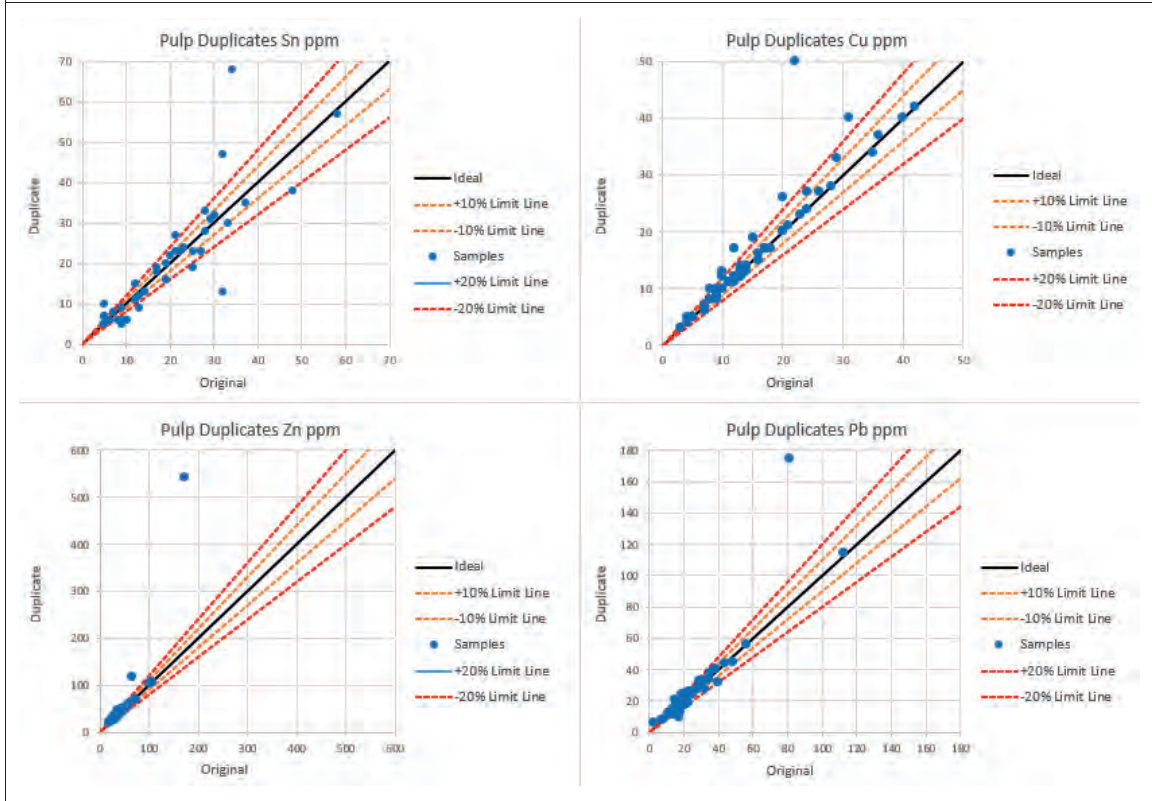
- An integrity check on the reliability of the assay data;
- Quantification of accuracy and precision of sampling, preparation and assaying;
- Confidence in the sample and assay database;
- Necessary documentation to support database validation.

### **11.4.1 2021 Soil Sampling QAQC**

A duplicate soil sample was collected every 40<sup>th</sup> sample to provide an overall QAQC insertion rate of 2.5%, deemed acceptable for soil sampling programmes. The results are shown in Figure 11-2.



**Figure 11-2**  
**Repeatability of Sn, Cu, Zn and Pb in 59 pulp soil sample duplicate pairs**



Precision was also assessed using half absolute relative deviation (HARD) (Table 11-1).

$$HARD = \frac{abs(x1-x2)}{(x1+x2)}$$

where  $x1$  is the original and  $x2$  is the duplicate value.

It is expected that more than 80% of duplicate pairs should have a HARD of <10% after allowing for the poor precision expected for samples of concentrations close to the assay detection limit. The precision for most of the attributes is acceptable, however the precision results for tin are slightly lower than ideal.

**Table 11-1**  
**Bisie North Base Metals Project soil sampling duplicate summary results**

Duplicate Type	Number of pairs	Attribute	Within HARD range (%)		
			<10 %	<20 %	<30 %
Pulp Duplicate	59	Sn	71%	88%	92%
	59	Cu	86%	98%	98%
	59	Zn	95%	97%	98%
	59	Pb	83%	95%	97%





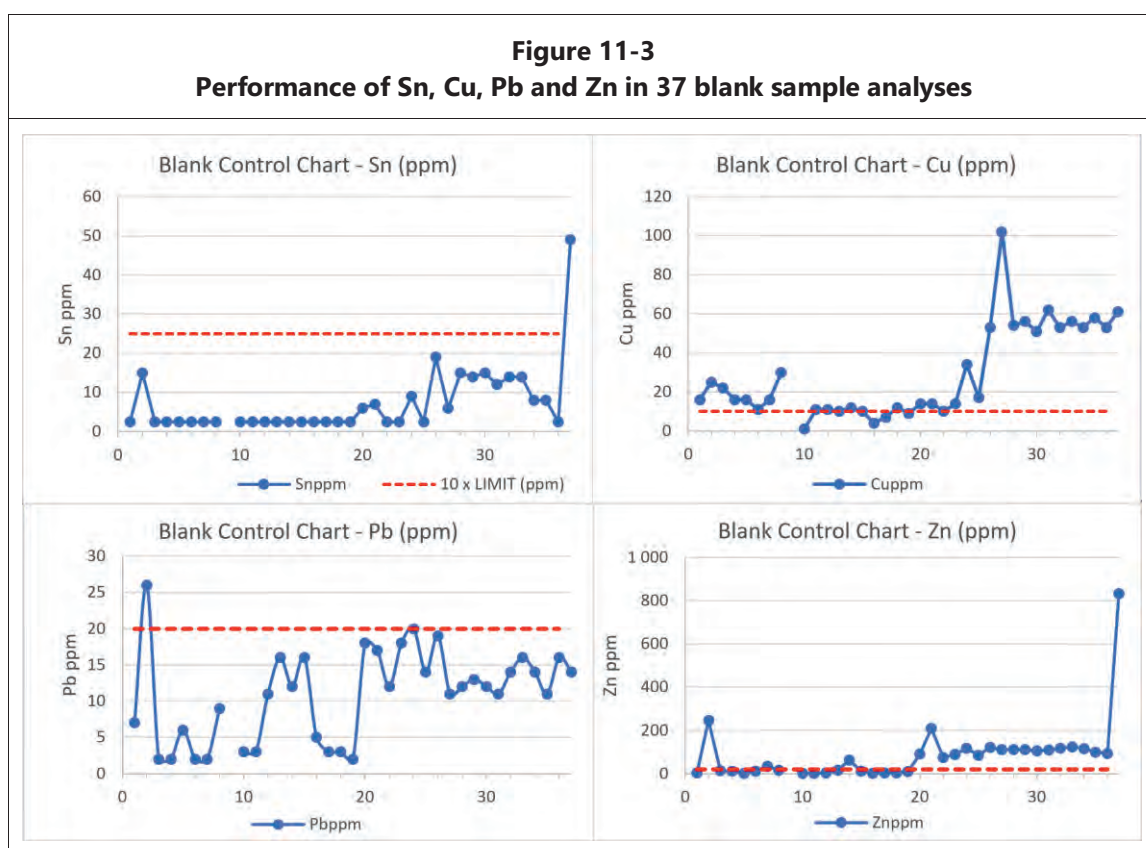
## 11.4.2 Drillhole Programme QAQC

Blank samples, Certified Reference (CRM) samples and pulp duplicates were inserted into the core sample stream at a rate of 1 in 60 each. Therefore every 20<sup>th</sup> sample was a QAQC sample.

### 11.4.2.1 Blank Samples

The blank material (concrete) followed the same sample preparation and analytical stream as the routine field samples. The blank sample analyses for Sn, Cu, Pb and Zn are presented graphically in Figure 11-3. The blank analyses for Sn indicate no contamination, with most samples reporting well below ten times the lower detection limit (LDL) of 5 ppm Sn. It is evident that the composition of the blank sample changed half way through the programme.

Three CRMs were incorrectly labelled as blank samples and were corrected. One blank sample returned well in excess of what can be expected for mineralisation at the Project or in the CRMs and is under investigation.



### 11.4.2.2 Certified Reference Samples

Two different CRMs were used for QAQC during the 2023 drilling programme. The CRM samples were purchased from OREAS®, Australia, which is a company that specialises in the production of CRMs for analytical QAQC purposes.

The results for the Sn, Cu, Zn and Pb CRM analyses are presented in Table 11-2. The results show that the Sn, Zn and Pb assays are generally of acceptable accuracy with most of the assays being



within two standard deviations from the certified mean. The low grade Pb value in OREAS0140 could not be consistently repeated by the laboratory within the certified limits of the CRM. This is not a material error given the low Pb grade of the CRM and overall bias of only 1 ppm.

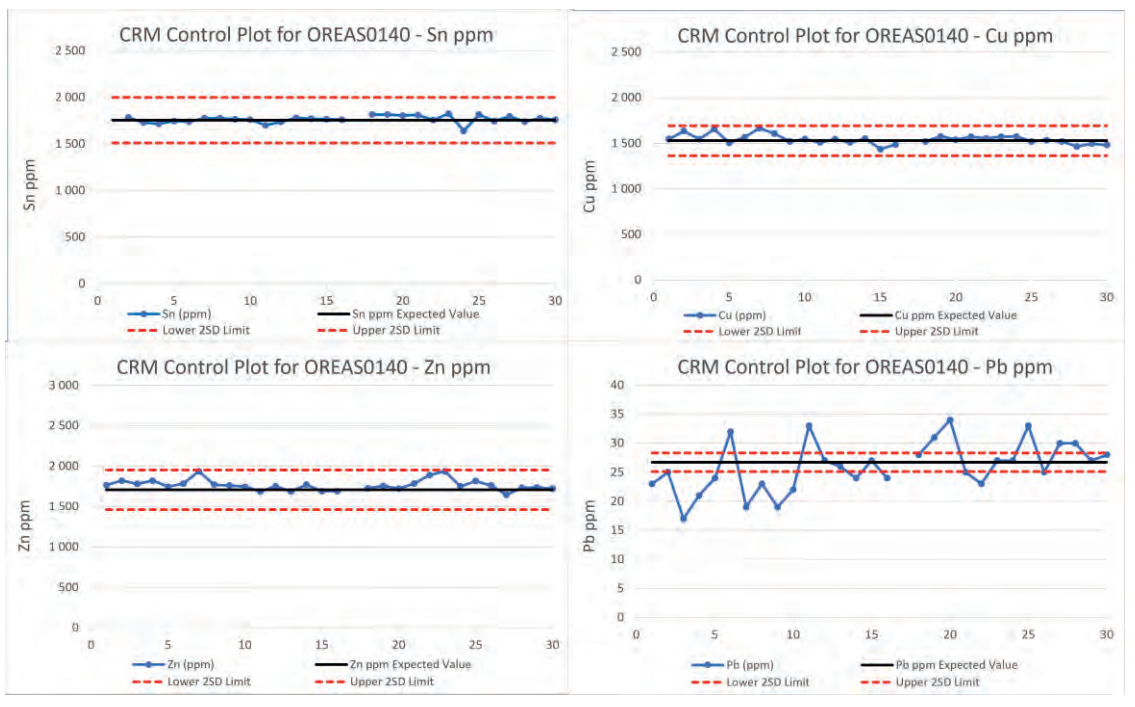


**Table 11-2  
Bisie North Base Metals Project CRM summary (Drilling Programme)**

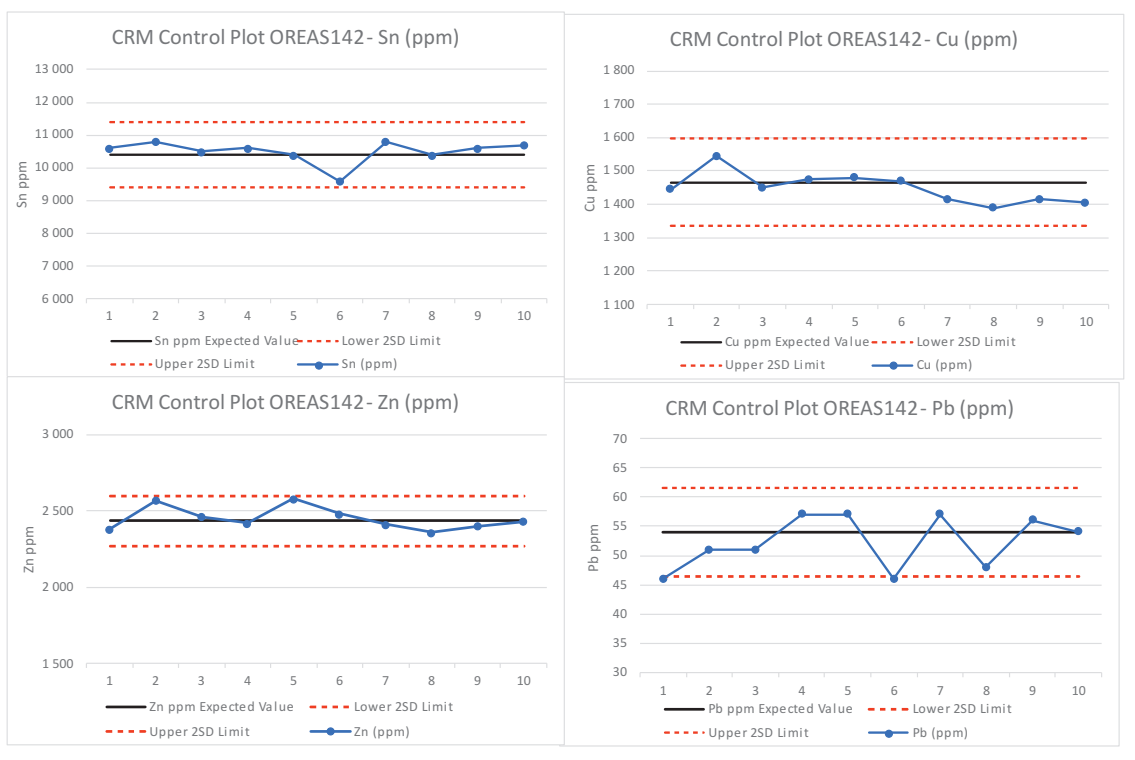
CRM Name	N	Certified Value Sn ppm	Assay Average Sn ppm	Variance %	Lower 2SD Limit Sn ppm	Upper 2SD Limit Sn ppm	% within 2SD Limits
OREAS0140	29	1755	1705	-0.03	1511	1999	97%
OREAS0142	10	10400	10500	0.01	9400	11400	100%
CRM Name	N	Certified Value Cu ppm	Assay Average Cu ppm	Variance %	Lower 2SD Limit Cu ppm	Upper 2SD Limit Cu ppm	% within 2SD Limits
OREAS0140	30	1529	1493	-0.02	1365	1693	97%
OREAS0142	10	1466	1449	-0.01	1336	1596	100%
CRM Name	N	Certified Value Zn ppm	Assay Average Zn ppm	Variance %	Lower 2SD Limit Zn ppm	Upper 2SD Limit Zn ppm	% within 2SD Limits
OREAS0140	30	1706	1733	0.02	1460	1952	97%
OREAS0142	10	2436	2449	0.01	2272	2600	100%
CRM Name	N	Certified Value Pb ppm	Assay Average Pb ppm	Variance %	Lower 2SD Limit Pb ppm	Upper 2SD Limit Pb ppm	% within 2SD Limits
OREAS0140	30	26.7	25.6	-0.04	25.1	28.3	27%
OREAS0142	10	54.0	52.3	-0.03	46.4	61.6	80%



**Figure 11-4**  
**CRM Control plot for OREAS0140**

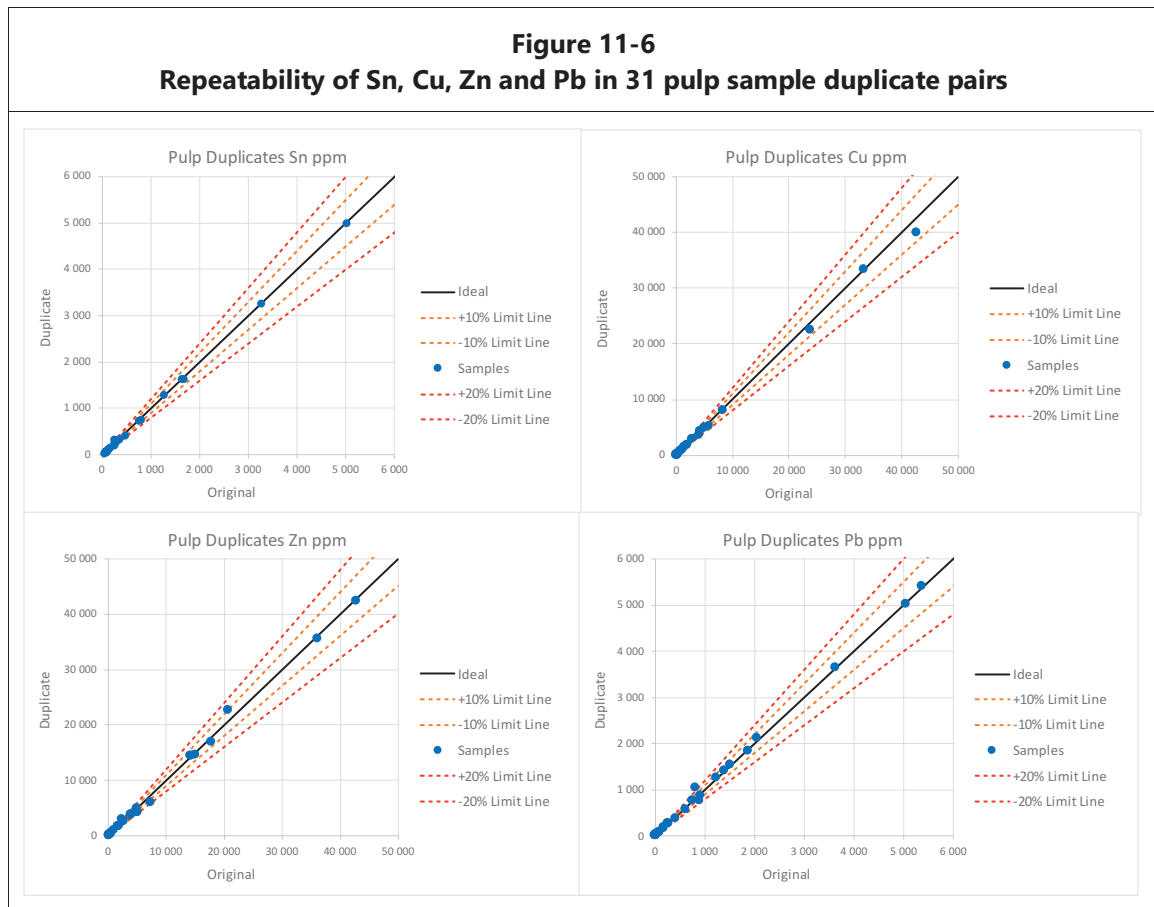


**Figure 11-5**  
**CRM Control plot for OREAS0142**



### 11.4.2.3 Duplicate Samples

The duplicate samples indicate a very high level of precision as expected for pulp duplicate samples. Scatterplots for Sn, Cu, Zn and Pb are shown in Figure 11-6.



Precision was also assessed using half absolute relative deviation (HARD) (Table 11-3).

It is expected that more than 90% of duplicate pairs should have a HARD of <10% after allowing for the poor precision expected for samples of concentrations close to the assay detection limit. The precision is within limits indicating a high degree of repeatability for all elements.

**Table 11-3**  
**Bisie North Base Metals Project pulp duplicate summary results**

Duplicate Type	Number of pairs	Attribute	Within HARD range (%)		
			<10 %	<20 %	<30 %
Pulp Duplicate	31	Sn	97%	100%	100%
	31	Cu	90%	100%	100%
	31	Zn	94%	100%	100%
	31	Pb	90%	100%	100%





### 11.4.3 Competent Persons Commentary

The blank, CRM and pulp duplicate sample results indicate no significant contamination, acceptable analytical accuracy and precision for the initial stages of drilling exploration. The following recommendations are made for future Mineral Resource definition drilling:

- Four blank failures that appear to be errors in the sampling process were identified by MSA, three of which were resolved. Such errors should be identified as part of a pro-active QAQC practice and adjusted in the database once resolved.
- The number of QAQC samples submitted (1 in 60 for each type) is below normal industry practice. At least 5% of each QAQC sample type is recommended.
- Given the high copper and zinc values encountered at Mont Agoma, appropriate high grade CRMs should be sourced that are closer to the expected grade of the mineralisation.
- The grade of the blank sample appears to be inconsistent. An alternative source of blank material should be sourced.
- Pulps should be retrieved from the laboratory and resubmitted in later batches in order to understand analytical precision over the life of the exploration programme rather than sequential duplicates of the same sample.
- A set of pulp duplicates representing 5% of the core samples (including CRMs) should be submitted to a second laboratory to confirm the primary assays of all elements of interest.

### 11.5 Sample Storage and Security

All drill core is stored at the exploration camp in galvanised steel core trays. The core trays are neatly stacked in sequential order. The BHID and drillhole depths are clearly labelled. The core is stored underneath a wooden and galvanised sheeting structure as shown in Figure 11-7.



**Figure 11-7**  
**Core storage**



**Source:** J. Witley, 2024

Coarse and pulp sample rejects are contractually stored at the COAL Laboratory.

Several measures are in place to ensure sample integrity and maintain the chain of custody:

- Sample bags were securely sealed with a cable / zip tie. Several samples were placed into polyweave bags which were marked with the respective sample numbers and sealed with a cable / zip tie.
- On receipt at the Rome Resources office in Goma, samples were inspected, issued with a transport permit and transported to the COAL Laboratory in Lubumbashi by CAA Cargo.
- Samples were collected from the CAA warehouse by an employee of the Congolese Analytical Laboratory SARL and inspected for integrity on receipt at the laboratory.
- ALS has a LIMS system that requires that all samples are logged on arrival.
- Only senior technical personnel were authorised to access the sample storage facilities and only company staff were permitted within the exploration camp at the Project.



## 12 DATA VERIFICATION

MSA completed a number of checks to verify the drilling data:

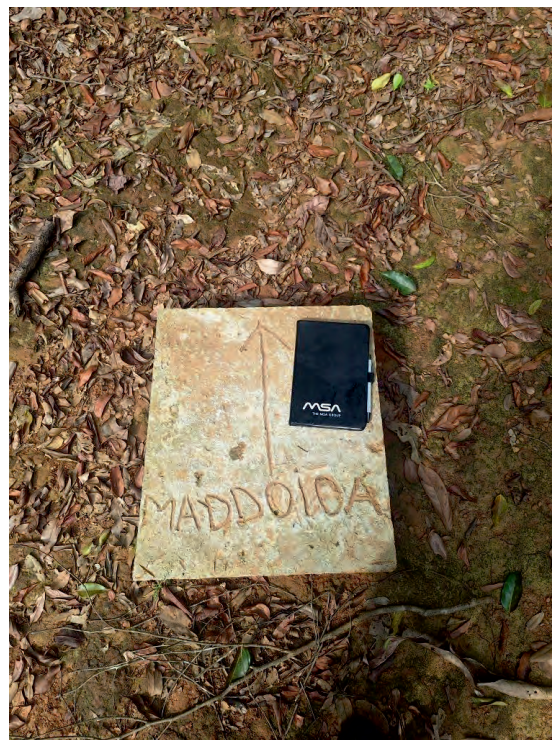
- The database was provided to MSA as an MS Access file with several accompanying MS Excel spreadsheets. MSA used the MS Access database cross referenced with the MS Excel spreadsheets as well as the assay certificates in order to validate the significantly mineralised intersections using all data available.
- The data from approximately 10% of the assay certificates were checked against the database output by MSA. No errors were found.
- A site visit to the Project was completed by Mr J.C. Witley (the CP for this report) from the 18<sup>th</sup> to the 21<sup>st</sup> of March 2024 in order to complete a personal current inspection of the project area and verify the exploration work completed. The following verification work was completed:
  - The exploration camp, facilities and equipment were inspected.
  - The exploration sites and general surrounds were visited.
  - Artisanal workings were inspected as well as the cassiterite product.
  - The drillhole collars of the completed drillholes were observed, photographed (Figure 12-1) and check handheld GPS readings were taken and compared with the data base entries for all drillhole collars at Kalayi (KBDD001 to KBDD004) and several at Mont Agoma (MADD001, MADD002, MADD003, MADD007, MADD008, MADD10A, MADD011, MADD012 and MADD013). No issues were found.
  - The magnitude of the grade and thickness of the significant intersections for tin, copper, lead and zinc was visually verified by comparing the assay results with the mineralisation observed in the drillhole cores for KBDD002 and KBDD003 at Kalayi, and MADD002, MADD007, MADD008, MADD010A, MADD012 and MADD015A at Mont Agoma.

The CP considers that the data collected by Rome Resources from 2021 to 2023 is valid and is suitable for identifying drilling targets and initial assessment of the nature of the mineralisation at the Project.





**Figure 12-1**  
**Capped drillhole collars at Kalayi (left) and Mont Agoma (right)**



**Source:** J. Witley, 2024



### **13 MINERAL PROCESSING AND METALLURGICAL TESTING**

No mineral processing and metallurgical testing has been conducted.

### **14 MINERAL RESOURCE ESTIMATES**

The Project is an early stage exploration project for which there is currently insufficient drilling and sampling data with which to complete a Mineral Resource estimate.

### **15 MINERAL RESERVE ESTIMATES**

No Mineral Reserves and Resources have been estimated for the Project and therefore no Mineral Reserves and Resources can be reported.

### **16 MINING METHODS**

Not applicable.

### **17 RECOVERY METHODS**

Not applicable.

### **18 PROJECT INFRASTRUCTURE**

Not applicable.

### **19 MARKET STUDIES AND CONTRACTS**

Not applicable.

### **20 ENVIRONMENTAL STUDIES, PERMITTING AND COMMUNITY IMPACT**

The Bisie North Base Metals Project property has in place all applicable environmental and associated permits issued by the DRC environmental authority (DEPM) and other authorities.

### **21 CAPITAL AND OPERATING COSTS**

Not applicable.

### **22 ECONOMIC ANALYSIS**

Not applicable.

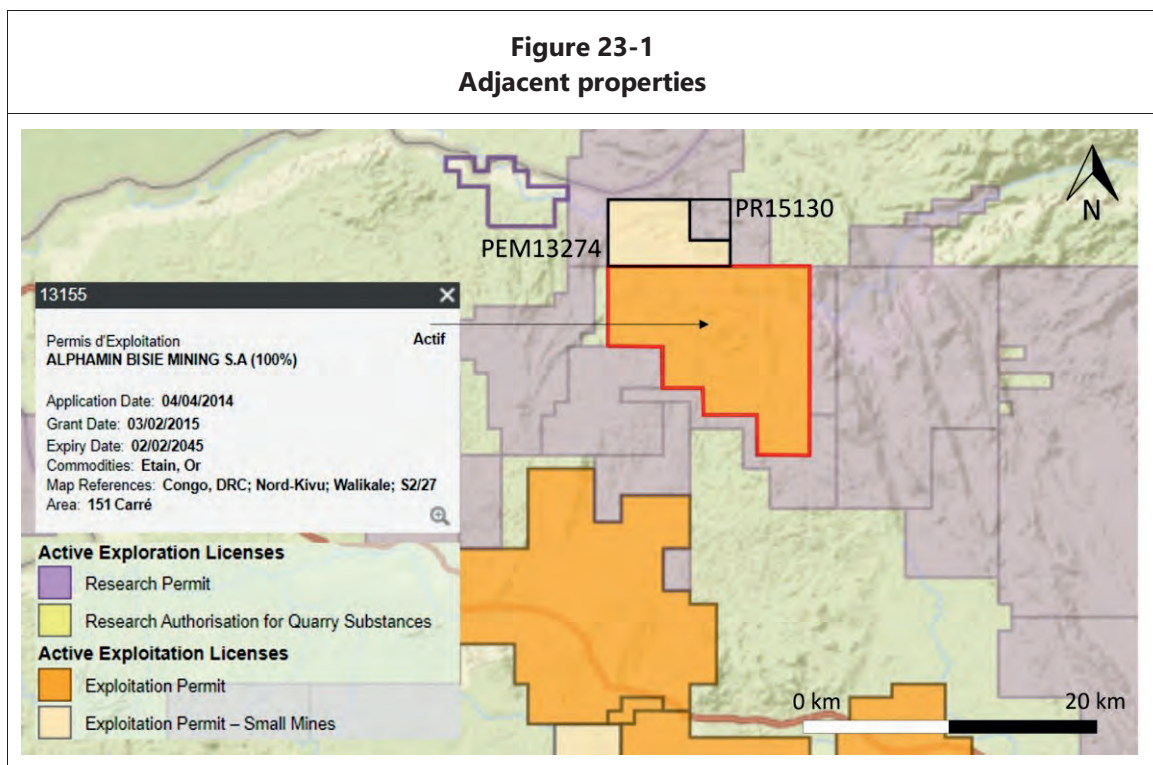


## 23 ADJACENT PROPERTIES

Bisie North Base Metals Project is located approximately 8 km north of Alphamin’s Mpama North tin mine at Bisie. Alphamin is headquartered in Mauritius and listed on the TSX Venture Exchange and the Johannesburg Stock Exchange. Alphamin’s Mpama North mine is the world’s highest grade tin mine, currently producing mined material (run of mine) at an average grade of approximately 4.5% Sn and produces approximately 3% of the world’s tin (alphaminresources.com, 2024). The Alphamin *Permis d’Exploitation* PE13155 lies immediately south of the Rome Resources *Permis d’Exploitation des Petites Mines* PEPM13274, forming its southern boundary.

Two zones of mineralisation have been discovered at Bisie (Mpama North and Mpama South) associated with steeply dipping zones of chloritization within micaceous schists. The Bisie tin deposit is considered to be a cassiterite-bearing stock work or vein system adjacent and possibly distal to an underlying source of granite (https://alphaminresources.com/wp-content/uploads/2022/04/Alphamin-Bisie-Tin-Complex-NI-43101-Technical-Report-22-April-2022.pdf).

A Mineral Resource for the Bisie Mpama North was reported on 30 June 2019 at a 0.50% Sn cut-off grade with a total Measured and Indicated Resource of 4.32 million tons (Mt) at a grade of 4.61% Sn and an Inferred Resource of 0.48 Mt at a grade of 4.57% Sn. A maiden Mineral Resource for Mpama South was reported on 24 February 2022 at a 1.0% Sn cut-off grade with a total Indicated Resource of 0.83 Mt at a grade of 2.58% Sn and an Inferred Resource of 1.95 Mt at a grade of 2.45% Sn (https://alphaminresources.com/wp-content/uploads/2022/04/Alphamin-Bisie-Tin-Complex-NI-43101-Technical-Report-22-April-2022.pdf).



Source: <http://drlicences.cami.cd/EN/>, 2024



The Competent Person has verified the Mineral Resource information reported for both the Mpama North and Mpama South Mineral Resources, given that Mr J.C. Witley is the QP for the Alphamin Mineral Resource statements. However, the information is not necessarily indicative of the mineralisation on the property (Bisie North Base Metals Project) that is the subject of the technical report.



## **24 OTHER RELEVANT DATA AND INFORMATION**

There is no other information of relevance that the exclusion of which may make the report misleading.

## 25 INTERPRETATION AND CONCLUSIONS

Rome Resources currently holds the right to carry out exploration on its exploration property, the Bisie North Base Metals Project, comprised of *Permis d'Exploitation des Petites Mines* PEPM13274 (a small scale mining permit converted from PR13274) and *Permis de Recherches* PR15130 (exploration permit) which together cover a rectangular area of 38.43 km<sup>2</sup>. The exploration property lies immediately north of Alphamin Resource Corporation's Mpama North mine, which is the world's highest grade tin mine, currently producing mined material (run of mine) at an average grade of approximately 4.5% Sn and accounting for 3% of the world's tin production (alphaminresources.com, 2024).

An exploration camp has been established in the project area, which is fully equipped to carry out exploration including diamond drillhole processing.

Exploration by Rome Resources commenced with reconnaissance soil sampling work in 2021, followed up with infill soil sampling, pitting, trenching and channel sampling of artisanal workings for tin. Two tin in soil anomalies were identified; one at Kalayi in and around the artisanal workings and a second at Mont Agoma. Diamond drilling was carried out in 2023. The drilling is preliminary in nature aimed at investigating the mineralisation beneath the current artisanal workings at Kalayi, the abandoned artisanal workings at Mont Agoma Northwest and under the extensive geochemical anomaly at Mont Agoma. A summary of the exploration results is as follows:

- At Kalayi a single line of drillholes was completed, aimed at investigating mineralisation below artisanal workings. Two of the holes intersected significant tin in cassiterite mineralisation associated with silicification in narrow shear zones.
- Extensive massive and semi-massive sulphide zones highly enriched in copper and zinc, with minor lead and silver, were intersected in the majority of the drillholes at Mont Agoma, together with significant tin in cassiterite intercepts within or proximal to the sulphide zones. Portions of the overlying gossans are enriched in gold.
- No significant mineralisation was intersected in either of the two holes drilled at Mont Agoma Northwest.

The Bisie North Base Metals Project is interpreted as a base-metals bearing vein system adjacent to an underlying granite from which the mineralising fluids are thought to have originated. The mineralisation is hosted in variably chloritised micaceous-quartz schist that are considered to represent metamorphosed sediments. The relationship between the base metal sulphide and cassiterite mineralisation is uncertain. Zonation may be an important factor in exploring for this style of mineralisation. Potentially the thick base metal sulphide mineralisation could represent the fringes of a significant tin mineralised system as at San Rafeal where the mineralisation transitions from copper-rich and tin-poor near surface to copper-poor and tin-rich at depth.

MSA considers that the exploration activities have been carried out using reasonable practices for early stage exploration. There are currently no drilling or sampling activities at the Project, with current exploration comprising camp maintenance and administration in preparation for future step-out drilling and Mineral Resource delineation.



The Bisie North Base Metals Project properties are considered to represent an “Exploration Project” which is inherently speculative in nature. MSA considers that the properties have been acquired on the basis of sound technical merit and that the properties are sufficiently prospective, subject to varying degrees of exploration risk, to warrant further resource development. The Project is located in a remote area with limited infrastructure and operational costs are likely to be considerably higher than most established mining jurisdictions. While the exploration to date has resulted in mineralised intercepts of thicknesses and grades that are of potential economic interest, there is no guarantee that future exploration will result in the definition of a Mineral Resource.





## 26 RECOMMENDATIONS

The exploration activities carried out at the Bisie North Base Metals Project have been successful in locating extensive tin in soil anomalies at Kalayi and Mont Agoma. Portions of the anomalies have been investigated by diamond drilling which identified significant tin in cassiterite mineralisation at Kalayi and Mont Agoma as well as extensive zones of base metal sulphides with significant grades of copper, zinc, lead and silver. The metal grades of the intersections are of potential economic interest and warrant further drilling. It is recommended that step-out drilling is completed at 100 m spacing along strike and 50 m down dip along the full strike extent of the >80 ppm tin in soil anomaly at both Kalayi and Mont Agoma. Further work at Mont Agoma Northwest should be carried out in future in order to understand the geological nature of the target of the artisanal mining.

The relationship between the base metal sulphide and cassiterite mineralisation is uncertain. Zonation may be an important factor in exploring for this style of mineralisation and research into the genesis of the mineralisation at the Project is encouraged.

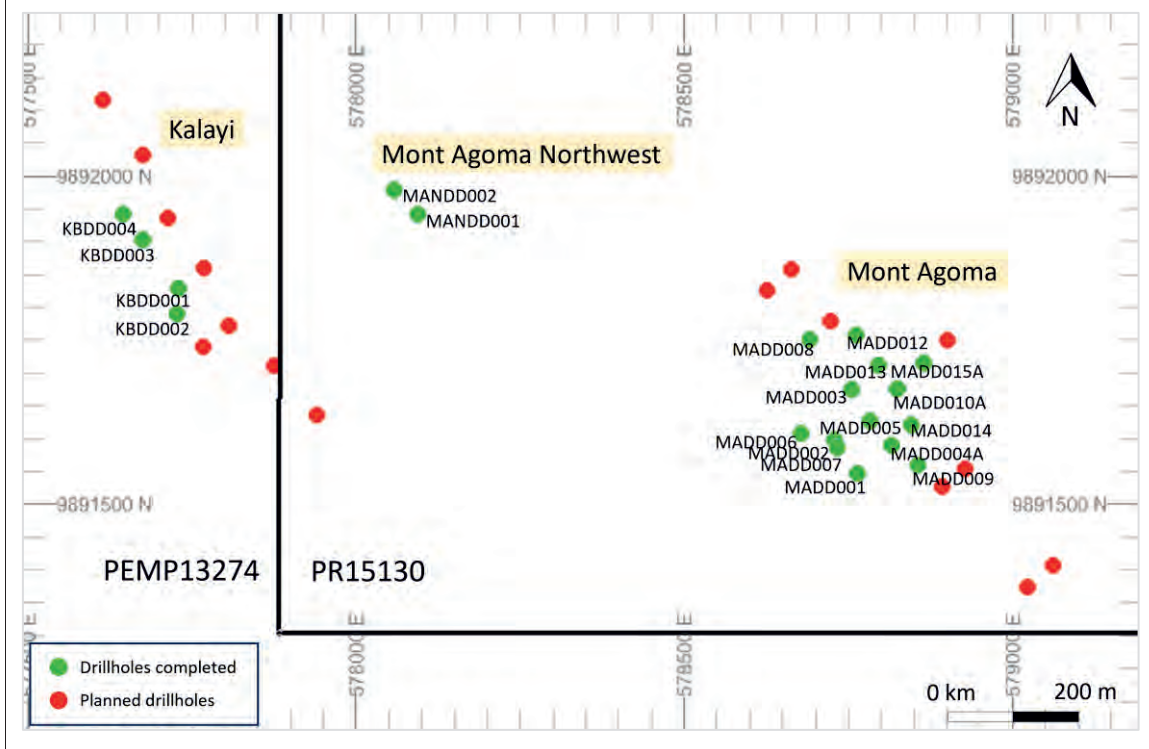
### 26.1 Planned Exploration Programme

Rome has a planned exploration drilling programme and budget to be carried out upon acquisition by Pathfinder. A total of 16 diamond drillholes are planned at the Kalayi and Mont Agoma prospects; 8 at Kalayi and 8 at Mont Agoma for a total of 2,700 m.

The first phase of 8 diamond drill holes (1,360 m) at Kalayi are planned to result in a grid of approximately 100 m along strike and 50 m down dip to cover approximately 600 m of the > 80 ppm tin in soil anomaly. The second phase of 8 diamond drillholes (1,885 m) at Mont Agoma are planned to cover approximately 700 m of the tin in soil anomaly at a similar same spacing as at Kalayi. A map and a table of the indicative proposed collar coordinates is presented in Figure 26-1 and Table 26-1.



**Figure 26-1  
Planned drillhole collar locations at Kalayi and Mont Agoma**



Source: Compiled by MSA from Rome data, 2024

**Table 26-1  
Planned drillholes at Kalayi and Mont Agoma**

No.	Prospect	BHID	Easting	Northing	Dip (°)	Depth (m)	Progress
1	Kalay Boeing	KBPC002	577 675	9 892 032	-50	190	
2	Kalay Boeing	KBPC004	577 614	9 892 116	-50	190	
3	Kalay Boeing	KBPC005	577 713	9 891 936	-50	200	Drill pad ready
4	Kalay Boeing	KBPC006	577 768	9 891 860	-50	200	
5	Kalay Boeing	KBPC007	577 767	9 891 740	-50	100	Drill pad ready
6	Kalay Boeing	KBPC008	577 806	9 891 772	-50	160	
7	Kalay Boeing	KBPC010	577 875	9 891 711	-50	160	
8	Kalay Boeing	KBPC012	577 940	9 891 636	-50	160	
9	Mont Agoma	MAPC001	578 893	9 891 527	-60	300	
10	Mont Agoma	MAPC002	578 928	9 891 554	-60	150	Drill pad ready
11	Mont Agoma	MAPC005	579 023	9 891 374	-60	300	
12	Mont Agoma	MAPC006	579 062	9 891 407	-60	150	
13	Mont Agoma	MAPC009	578 723	9 891 779	-60	250	Drill pad ready
14	Mont Agoma	MAPC010	578 626	9 891 826	-60	190	
15	Mont Agoma	MAPC011	578 663	9 891 858	-60	250	
16	Mont Agoma	MAPC012	578 901	9 891 750	-60	295	Drill pad ready



The programme is planned to show continuity of significant tin mineralisation identified at Kalayi over 600 m along strike and is aimed at defining mineralisation continuity consistent with that of an Inferred Mineral Resource. At Mont Agoma significant high-grade copper, zinc, silver and elevated tin mineralisation has been identified over significant widths in previous drilling. The primary aim of the programme is to confirm a mineralised model of vertical zonation, similar to San Rafael in Peru, and to target tin mineralisation at depths of 50 m to 100 m below the current drilling where the interpretation could indicate higher tin grades. Drilling will target the copper, silver, zinc and tin zone with one hole extended to intersect the entire approximately 100 m wide zinc zone every 200 m along strike.

The budgeted cost for the programme is 1,120,000 GBP (Great British Pound) as summarised in Table 26-2. A third phase of diamond drilling comprised of 6,000 m at a cost of 3,000,000 GBP will be planned on completion of Phase One and Two, subject to favourable results, in order to further define the nature of the mineralisation.

<b>Item</b>	<b>Units</b>	<b>Budget</b>
Diamond Drilling	GBP	305,000
Assaying and Reporting	GBP	34,000
Site Transport	GBP	443,000
Local Costs	GBP	293,000
Head Office Costs	GBP	45,000
<b>Total</b>	<b>GBP</b>	<b>1,120,000</b>

The Competent Person agrees with Rome’s intended exploration plan.



## 27 REFERENCES

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## **APPENDIX 1:**

### **Glossary of Abbreviations and Technical Terms**



## Acronyms and Abbreviations

<b>Acronyms and Abbreviations</b>	
<b>Acronym / Abbreviation</b>	<b>Description</b>
µm	Micrometre (1000 <sup>th</sup> of a millimetre)
AIM	Alternative Investment Market
Ag	Chemical symbol for silver
ALS	Analytical Laboratory Services
COAL	Congolese Analytical Laboratory SARL
CRM	Certified Reference Material
CTC	CoTinCo Mineral Projects International LLC
Cu	Chemical symbol for copper
DD	Diamond drilling
DEPM	DRC environmental authority
DRC	Democratic Republic of Congo
EOH	End-of-hole
EM	Electromagnetic
GBP	Great British Pound
GPS	Global positioning system
GSSA	Geological Society of South Africa
ICP	Inductively coupled plasma
ICP-AES	Inductively coupled plasma atomic emission spectroscopy
IDC	<i>Investissement et Developpement Immobiliers SARL</i>
ISO/IEC	International Organisation for Standardisation / International Electrotechnical Commission
LSE	London Stock Exchange
LDL	Lower Detection Limit
mamsl	Meters above mean sea level
MRDC	Medidoc-RD Congo SARL
No.	Number
Pb	Chemical symbol for lead
PE	<i>Permis d'Exploitation</i>
PEPM	Small scale exploitation permit ( <i>Permis d'Exploitation des Petites Mines</i> )
PONEN	Professional Society of Independent Experts of the Subsurface Resources
PR	Mineral exploration permit ( <i>Permis de Recherches</i> )
Pr.Sci.Nat	Professional Registered Natural Scientist with SACNASP
pXRF	Portable XRF
SACNASP	South African Council for Natural Scientific Professions
SARL	Limited liability company ( <i>société à responsabilité limitée</i> ) in the DRC
SI	International System of Units
TSX-V	Toronto Venture Exchange
USD	United States Dollar
UTM	Universal Transverse Mercator
WGS84	1984 World Geodetic System
XRF	X-ray fluorescence



## Glossary of Technical Terms

<b>Technical Terms</b>	
<b>Term</b>	<b>Description</b>
Alteration	Changes in the mineralogical composition of a rock as a result of physical or chemical processes such as weathering or penetration by hydrothermal fluids.
Amphibolite	A metamorphic rock that contains amphibole minerals including hornblende and actinolite, with plagioclase and very little to no quartz.
Anomaly (geochemical)	An above-average concentration of a chemical element in a sample of rock, soil, vegetation, stream, or sediment; which may be indicative of nearby mineral deposit.
Archaean	Belonging to the geological period between about 2 500 and 4 000 million years ago.
Basin	A large sediment-filled and fault-bounded depression resulting from extension of the crust.
Basement	The rocks below a sedimentary platform or cover, or more generally any rock below sedimentary rocks or sedimentary basins that are metamorphic or igneous in origin.
Biotite	A group of common phyllosilicate minerals within the mica group, with the approximate chemical formula $K(Mg/Fe)_3Al_3O_{10}(F,OH)_2$ .
Breccia	A rock composed of broken fragments of minerals or rock cemented together by a fine-grained matrix that can be similar to or different from the composition of the fragments.
Cassiterite	A tin oxide mineral ( $SnO_2$ ).
Chalcocite	A copper sulphide ( $Cu_2S$ ), an important copper ore mineral.
Chlorite	A common group of phyllosilicate minerals with the approximate chemical formula $(Mg/Fe/Al)_3(Si/Al)_4O_{10}(OH)_8$ .
Chrysocolla	A hydrated copper phyllosilicate mineral with formula $Cu_2H_2Si_2O_5(OH)_4$ .
Competent Person	As defined by the "AIM Note for Mining Oil and Gas Companies", as a minimum a Competent Person should be professionally qualified and a member in good standing of an appropriate recognised professional association; have at least five years relevant experience in the estimation, assessment and evaluation of the type of mineral or fluid deposit under consideration; be independent of the applicant, its directors, senior management and advisors; not be remunerated by way of a fee that is linked to the admission or value of the applicant; and not be a sole practitioner.
Conglomerate	A rock type composed predominantly of rounded pebbles, cobbles or boulders deposited by the action of water.
Craton	Large, and usually ancient, stable mass of the earth's crust comprised of various crustal blocks amalgamated by tectonic processes. A cratonic nucleus is an older, core region embedded within a larger craton.
Cretaceous	A geologic period and system from circa 145 to 65 million years ago.
Diamond drilling	Method of obtaining cylindrical core of rock by drilling with a diamond set or diamond impregnated bit.
Dolomite	A sedimentary, carbonate rock composed dominantly of the mineral dolomite with the chemical formula $Ca/Mg(CO_3)_2$ .



Fault	A fracture or fracture zone, along which displacement of opposing sides has occurred.
Fire Assay	Lead collection fire assay using carefully selected fluxes specially formulated for the mineralogy of each sample type. Samples submitted for ppb detection of gold are fused in a dedicated low level furnace, the resultant prill digested and gold content determined typically by AAS.
Fold	A planar sequence of rocks or a feature bent about an axis.
Gossan	Rust coloured oxide and hydroxide minerals of iron and /or manganese that may cap sulphide-rich ore deposits.
Gneiss	A high-grade metamorphic rock formed from the metamorphosis of granite or sedimentary rock at high pressures and temperatures.
Granite	A coarse grained intrusive igneous rock composed mostly of quartz, alkali feldspar, and plagioclase.
Hematite	A heavy and relatively hard oxide mineral, ferric oxide (Fe <sub>2</sub> O <sub>3</sub> ), that has a high iron content (70%). Its name is derived from the Greek word for "blood," in allusion to its red colour.
Hornblende	A complex inosilicate series of minerals with a generalised chemical formula of (Ca,Na) <sub>2</sub> (Mg,Fe,Al) <sub>5</sub> (Al,Si) <sub>8</sub> O <sub>22</sub> (OH) <sub>2</sub> .
Intrusive	An igneous rock that formed from magma that cooled and solidified within the Earth's crust.
Joints	Regular planar fractures or fracture sets in massive rocks, usually created by unloading, along which no relative displacement has occurred.
Limonite	A type of iron ore mineral consisting of a mixture of hydrated iron (III) oxide-hydroxides in varying composition.
Mesoproterozoic	Middle Proterozoic era of geological time, 1,600 to 1,000 million years ago.
Metamorphic	Relating to changes at depth in the mineral and chemical composition and texture of a solid rock caused by heat, pressure, chemical environment or shear stress.
Metasediment	A sedimentary rock that shows evidence of having been subjected to metamorphism.
Metavolcanic	A volcanic rock that shows evidence of having been subjected to metamorphism.
Micaceous	Rich in mica, a platy silicate mineral.
Migmatite	Rock composed of a metamorphic (altered) host material that is streaked or veined with granite.
Mineral Resource	A Mineral Resource is a concentration or occurrence of solid material or economic interest in or on the Earth's crust in such form, grade (or quality), and quantity, that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are subdivided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.
Mineralisation	The process by which minerals are introduced into a rock resulting in the formation a mineral deposit. Can also refer to an accumulation of minerals of economic interest.
Neoproterozoic	A period of geological history at the end of the Proterozoic eon, dating from about 1 000 to 540 million years ago.
Orogenic	Relating to the formation of structures such as folds and thrusts during a period of mountain-building.
Palaeozoic	The span of geological time between the beginning of the Cambrian (542 Ma (million years ago) to the end of the Permian (251 million years ago).



Pan-African	Relating to a collisional mountain-building event between about 750 and 550 million years ago.
Pegmatite	An intrusive igneous rock with very large crystals that forms in the later stages of a magma chamber's crystallisation.
Porphyroblast	A clast or mineral fragment in a metamorphic rock, surrounded by a groundmass of finer grained crystals.
Precambrian	The span of geological time between formation of the Earth around 4500 Ma (million years ago) to the beginning of the Cambrian, around 542 Ma.
Palaeoproterozoic	Early Proterozoic era of geological time, 2,500 to 1,600 million years ago.
Phyllite	A foliated metamorphic rock that forms under low levels of heat and pressure. It is composed of fine-grained sheet silicate minerals.
Proterozoic	A period of geological history dating from about 2 500 to 540 million years ago, subdivided into the Palaeo-, Meso- and Neoproterozoic.
Qualified Person	As defined by Canadian National Instrument 43-101, a Qualified Person is an individual who is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering relating to mineral exploration or mining; has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; has experience relevant to the subject matter of the mineral project and the technical report; and is in good standing with a professional association.
Quartzite	A metamorphic rock formed when quartz-rich sandstone or chert has been exposed to high temperatures and pressures.
Sandstone	A sedimentary rock composed of cemented or compacted detrital minerals, principally quartz grains
Saprolite	A soft, earthy, typically clay-rich, thoroughly decomposed rock, formed in place by chemical weathering of igneous, sedimentary, and metamorphic rocks.
Schist	A crystalline metamorphic rock having a foliated or parallel structure due to the recrystallisation of the constituent minerals.
Shale	Fine-grained sedimentary rock formed by the compaction of clay, silt and fine sand.
Siliciclastic	Clastic non-carbonate sedimentary rocks that are almost exclusively silica-bearing, either as forms of quartz or other silicate minerals.
Siltstone	A rock intermediate in character between a shale and a sandstone. Composed of silt sized grains.
Synform	A topographic feature which is composed of sedimentary layers in a concave formation.
Wrench fault	A type of strike-slip fault in which the fault surface is vertical, and the fault blocks move sideways past each other

## **PART V**

### **HISTORICAL FINANCIAL INFORMATION ON PATHFINDER MINERALS PLC**

The audited annual reports and accounts for Pathfinder Minerals Plc for the financial years ending 31 December 2023, 2022 and 2021 are incorporated by reference under the exemption set out in Rule 28 of the AIM Rules. These reports and accounts are available online at the Company's website: [www.pathfinderminerals.com](http://www.pathfinderminerals.com).



## PART VI

### EXTRACTED HISTORICAL FINANCIAL INFORMATION ON ROME RESOURCES LTD

Set out below is extracted financial information of Rome Resources Ltd (“Rome Resources”) which has been taken or derived without adjustment, other than those described in the notes, from the audited financial statements of Rome Resources as of and for the fiscal years ended September 30, 2023, 2022 and 2021, and from the unaudited interim financial statements of Rome Resources as of and for the 6 month periods ended March 31, 2024, 2023 and 2022.

The audited financial statements as of and for the fiscal years ended September 30, 2023, 2022 and 2021 have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”) and have been audited in accordance with Canadian generally accepted auditing standards by Davidson & Company (“Davidson”), who issued unqualified audit opinions thereon.

Davidson’s audit report for the fiscal year ended 2023 includes an emphasis of matter paragraph relating to a Material Uncertainty Related to Going Concern, drawing the reader’s attention to Note 1 of the financial statements, which indicates that Rome Resources has a history of operating losses and as at September 30, 2023, had a deficit of \$18,467,630 and working capital deficiency of \$850,549. Davidson notes these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Rome Resources’ ability to continue as a going concern. Davidson’s opinion is not modified in respect of this matter.

Further, an emphasis of matter, similar to the one included in the 2023 auditor’s report, has been included in Davidson’s audit reports for 2022 and 2021.

The unaudited interim financial statements of Rome Resources as of and for the 6 month periods ended March 31, 2024, 2023 and 2022 have been prepared in accordance with International Accounting Standard 34 as issued by the IASB.

Unless otherwise indicated, all financial data presented in the text and tables in this section of the Admission Document is shown in Canadian Dollars. Financial information presented in parentheses denotes the negative of such number presented. A dash (“—”) signifies that the relevant figure has been rounded to zero.

The following extracted financial information should be read in conjunction with Part II Risk Factors and the audited historical financial statements as of and for the fiscal years ended September 30, 2023, 2022 and 2021, and the unaudited interim financial statements of Rome Resources as of and for the 6 month periods ended March 31, 2024, 2023 and 2022 as well as for the 3 month period ended 31 December 2023, and the related notes therein, as included in the Appendix to this document.

## SUMMARY STATEMENTS OF COMPREHENSIVE LOSS

### For the years ended

	<i>30 September</i> 2023 CA\$	<i>30 September</i> 2022 CA\$	<i>30 September</i> 2021 CA\$
<b>Expenses</b>			
Consulting fees	154,974	18,326	–
Legal	141,056	208,915	10,036
Travel, promotion and advertising	115,809	2,540	–
Accounting and audit	79,303	38,600	–
Transfer agent and regulatory fees	52,348	63,531	5,250
Interest and bank charges	2,723	583	41
Office expense	1,261	263	–
Property investigation costs	–	516,790	–
Sub-total	<u>547,474</u>	<u>849,548</u>	<u>15,327</u>
Stock based compensation	912,013	–	–
Share of losses in associate	4,756	–	–
Gain on settlement of accounts payable	<u>(10,345)</u>	<u>(151,318)</u>	<u>–</u>
<b>Total comprehensive loss for the year</b>	<u><u>1,453,898</u></u>	<u><u>698,230</u></u>	<u><u>15,327</u></u>
<b>Basic and diluted loss per share for the year</b>	(0.02)	(0.02)	(0.00)

## SUMMARY STATEMENTS OF FINANCIAL POSITION

As at

	<i>30 September</i> 2023 CA\$	<i>30 September</i> 2022 CA\$	<i>30 September</i> 2021 CA\$
<b>Current assets</b>			
Cash	87,687	743,652	–
Amounts receivable	–	5,850	5,850
	<u>87,687</u>	<u>749,502</u>	<u>5,850</u>
<b>Non-current assets</b>			
Exploration and evaluation assets	3,478,299	–	–
Investment in associate	2,213,051	–	–
	<u>5,691,350</u>	<u>–</u>	<u>–</u>
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	188,301	83,843	216,201
Due to related parties	509,391	77,896	390,606
Loan payable	240,544	–	–
	<u>938,236</u>	<u>161,739</u>	<u>606,807</u>
<b>Net Assets / (Liabilities)</b>	<u>4,840,801</u>	<u>587,763</u>	<u>(600,957)</u>
<b>Shareholders' equity</b>			
Share capital	19,774,836	14,826,913	13,779,963
Share subscriptions received in advance	–	840,000	–
Share-based compensation reserve	3,533,595	1,934,582	1,934,582
Deficit	(18,467,630)	(17,013,732)	(16,315,502)
<b>Total shareholders' equity / (deficiency)</b>	<u>4,840,801</u>	<u>587,763</u>	<u>(600,957)</u>

## SUMMARY STATEMENTS OF CASH FLOWS

For the years ended

	<i>30 September</i> 2023 CA\$	<i>30 September</i> 2022 CA\$	<i>30 September</i> 2021 CA\$
<b>Cash flows from operating activities</b>			
Loss for the year	(1,453,898)	(698,230)	(15,327)
Adjustment for:			
Share based payments	912,013	–	–
Share of losses in associate	4,756	–	–
Gain on settlement of accounts payable	(10,345)	(151,318)	–
Changes in amounts receivable	5,850	–	–
Changes in current liabilities	546,298	134,614	15,327
<b>Net cash from / (used in) operating activities</b>	<u>4,674</u>	<u>(714,934)</u>	<u>–</u>
<b>Investing activities</b>			
Exploration and evaluation costs	(2,143,299)	–	–
Acquisition of associate company	(1,812,807)	–	–
<b>Net cash used in investing activities</b>	<u>(3,956,106)</u>	<u>–</u>	<u>–</u>
<b>Financing activities</b>			
Loans payable (including related parties)	340,544	–	–
Repayment of loans from related parties	(100,000)	–	–
Proceeds from issuance of shares, net of share issue costs	3,054,923	618,586	–
Share subscriptions received in advance	–	840,000	–
<b>Net cash used from financing activities</b>	<u>3,295,467</u>	<u>1,458,586</u>	<u>–</u>
<b>(Decrease) / Increase in cash during the period</b>	(655,965)	743,652	–
<b>Cash at beginning of period</b>	<u>743,652</u>	<u>–</u>	<u>–</u>
<b>Cash at end of period</b>	<u><u>87,687</u></u>	<u><u>743,652</u></u>	<u><u>–</u></u>

## SUMMARY STATEMENT OF CHANGES IN EQUITY

	<i>Share capital CA\$</i>	<i>Subscriptions received in advance CA\$</i>	<i>Reserves CA\$</i>	<i>Deficits CA\$</i>	<i>Total CA\$</i>
Balance as at 30 September 2020	13,779,963	–	1,934,582	(16,300,175)	(585,630)
Loss for the year	–	–	–	(15,327)	(15,327)
Balance as at 30 September 2021	13,779,963	–	1,934,582	(16,315,502)	(600,957)
Proceeds from issuance of shares, net of share issue costs	618,586	–	–	–	618,586
Shares issued for debt	428,364	–	–	–	428,364
Share subscriptions received in advance	–	840,000	–	–	840,000
Loss for the year	–	–	–	(698,230)	(698,230)
Balance as at 30 September 2022	14,826,913	840,000	1,934,582	(17,013,732)	587,763
Proceeds from issuance of shares, net of share issue costs	3,894,923	–	–	–	3,894,923
Share subscriptions transferred to share capital – shares issued	–	(840,000)	–	–	(840,000)
Shares issued for acquisition of exploration and evaluation assets	1,335,000	–	–	–	1,335,000
Shares issued for acquisition of associated company	405,000	–	–	–	405,000
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 as at 30 September 2023	<u>19,774,836</u>	<u>–</u>	<u>3,533,595</u>	<u>(18,467,630)</u>	<u>4,840,801</u>

## UNAUDITED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

### For the periods

	<i>6 months ended 31 March 2024 CA\$</i>	<i>6 months ended 31 March 2023 CA\$</i>	<i>6 months ended 31 March 2022 CA\$</i>
<b>Expenses</b>			
Legal	134,937	86,717	68,061
Travel, promotion and advertising	103,236	14,536	–
Accounting and audit	55,844	27,197	17,500
Consulting fees	39,705	29,300	–
Transfer agent and regulatory fees	17,354	21,679	26,272
Interest and bank charges	18,786	1,417	225
Office expense	387	804	154
Sub-total	<u>370,249</u>	<u>181,650</u>	<u>112,212</u>
Foreign exchange loss	15,190	–	–
Stock based compensation	35,147	941,486	–
Gain on settlement of accounts payable	–	(10,345)	(151,318)
Share of losses in associate	9,846	4,114	–
<b>Total comprehensive loss / (gain) for the period</b>	<u><u>430,432</u></u>	<u><u>1,116,905</u></u>	<u><u>(39,106)</u></u>



## UNAUDITED INTERIM STATEMENTS OF FINANCIAL POSITION

As at

	31 March 2024 CA\$	31 March 2023 CA\$	31 March 2022 CA\$
<b>Current assets</b>			
Cash	316,914	313,551	598,640
Prepaid expenses and deposits	59,218	–	–
Amounts receivable	–	5,850	5,850
	<u>376,132</u>	<u>319,401</u>	<u>604,490</u>
<b>Non-current assets</b>			
Exploration and evaluation assets	15,257,957	2,342,558	–
Investment in associate	–	2,923,210	–
	<u>15,634,089</u>	<u>5,585,169</u>	<u>604,490</u>
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	27,229	682,722	107,627
Due to related parties	278,609	114,953	388,714
Loans payable	2,958,850	–	–
	<u>3,264,688</u>	<u>797,675</u>	<u>496,341</u>
<b>Net Assets / (Liabilities)</b>	<u>12,369,401</u>	<u>4,787,494</u>	<u>108,149</u>
<b>Shareholders' equity</b>			
Share capital	26,594,261	20,042,063	13,779,963
Share subscriptions received in advance	–	–	670,000-
Share-based compensation reserve	3,568,742	2,876,068	1,934,582
Deficit	(18,898,062)	(18,130,637)	(16,276,396)
Non-controlling interest	1,104,460	–	–
<b>Total shareholders' equity / (deficiency)</b>	<u>12,369,401</u>	<u>4,787,494</u>	<u>108,149</u>

## UNAUDITED INTERIM STATEMENTS OF CASH FLOWS

### For the periods

	<i>6 months ended 31 March 2024 CA\$</i>	<i>6 months ended 31 March 2023 CA\$</i>	<i>6 months ended 31 March 2022 CA\$</i>
	CA\$	CA\$	CA\$
<b>Cash flows from operating activities</b>			
Loss for the period	(430,432)	(1,116,905)	39,106
Adjustment for:			
Share based payments	35,147	941,486	–
Share of losses in associate	9,846	4,114	–
Gain on settlement of accounts payable	–	(10,345)	(151,318)
Prepaid expenses	(59,218)	–	–
Changes in current liabilities	(292,429)	118,043	40,852
<b>Net cash from / (used in) operating activities</b>	<u>(737,086)</u>	<u>(63,607)</u>	<u>(71,360)</u>
<b>Investing activities</b>			
Exploration and evaluation costs	(1,804,071)	(1,214,320)	–
Cash acquired through acquisition of subsidiary company	40,019	–	–
Acquisition of associate company	(707,941)	(1,127,324)	–
<b>Net cash used in investing activities</b>	<u>(2,471,993)</u>	<u>(2,341,644)</u>	<u>–</u>
<b>Financing activities</b>			
Loans payable (including related parties)	2,718,306	–	–
Proceeds from issuance of shares, net of share issue costs	720,000	2,815,150	–
Share subscriptions received in advance	–	(840,000)	670,000
<b>Net cash used from financing activities</b>	<u>3,438,306</u>	<u>1,975,150</u>	<u>670,000</u>
<b>(Decrease) / Increase in cash during the period</b>	229,227	(430,101)	598,640
<b>Cash at beginning of period</b>	<u>87,687</u>	<u>743,652</u>	<u>–</u>
<b>Cash at end of period</b>	<u><u>316,914</u></u>	<u><u>313,551</u></u>	<u><u>598,640</u></u>

## UNAUDITED INTERIM STATEMENTS OF CHANGES IN EQUITY

	<i>Share capital CA\$</i>	<i>Subscriptions received in advance CA\$</i>	<i>Reserves CA\$</i>	<i>Deficits CA\$</i>	<i>Non- Controlling Interest CA\$</i>	<i>Total CA\$</i>
Balance as at 30 September 2022	14,826,913	840,000	1,934,582	(17,013,732)	–	587,763
Proceeds from issuance of shares, net of share issue costs	2,815,150	(840,000)	–	–	–	1,975,150
Shares issued for acquisition of exploration and evaluation assets	600,000	–	–	–	–	600,000
Shares issued for acquisition of associated company	1,800,000	–	–	–	–	1,800,000
Stock based compensation	–	–	941,486	–	–	941,486
Loss for the six-month period	–	–	–	(1,116,905)	–	(1,116,905)
Balance as at 31 March 2023	<u>20,042,063</u>	<u>–</u>	<u>2,876,068</u>	<u>(18,130,637)</u>	<u>–</u>	<u>4,787,494</u>
Balance as at 30 September 2022	14,826,913	840,000	1,934,582	(17,013,732)	–	587,763
Proceeds from issuance of shares, net of share issue costs	3,894,923	–	–	–	–	3,894,923
Share subscriptions transferred to share capital – shares issued	–	(840,000)	–	–	–	(840,000)
Shares issued for acquisition of exploration and evaluation assets	1,335,000	–	–	–	–	1,335,000
Shares issued for acquisition of associated company	405,000	–	–	–	–	405,000
Residual value of attached warrants	(687,000)	–	687,000	–	–	–
Stock based compensation	–	–	912,013	–	–	912,013
Loss for the period	–	–	–	(1,453,898)	–	(1,453,898)
Balance as at 31 December 2022	<u>19,774,836</u>	<u>–</u>	<u>3,533,595</u>	<u>(18,467,630)</u>	<u>–</u>	<u>4,840,801</u>

	<i>Share capital CA\$</i>	<i>Subscriptions received in advance CA\$</i>	<i>Reserves CA\$</i>	<i>Deficits CA\$</i>	<i>Non- Controlling Interest CA\$</i>	<i>Total CA\$</i>
Balance as at 30 September 2023	19,774,836	–	3,533,595	(18,467,630)	–	4,840,801
Proceeds from issuance of shares, net of share issue costs	720,000	–	–	–	–	720,000
Shares issues for debt	99,425	–	–	–	–	99,425
Shares issued for acquisition of exploration and evaluation assets	6,000,000	–	–	–	–	6,000,000
Stock based compensation	–	–	35,147	–	–	35,147
Non-Controlling Interest – MRDC	–	–	–	–	1,104,460	1,104,460
Loss for the six-month period	–	–	–	(430,432)	–	(430,432)
Balance as at 31 March 2024	<u>26,594,261</u>	<u>–</u>	<u>3,568,742</u>	<u>(18,898,062)</u>	<u>1,104,460</u>	<u>12,369,401</u>

## NOTES TO THE EXTRACTED FINANCIAL INFORMATION

### 1. General Information

Rome Resources Ltd. ("Rome Resources") was incorporated in British Columbia on April 11, 1990 and its principal activity is mineral exploration. The head office and registered office address is Suite 700, 688 West Hasting Street, Vancouver B.C., V6B 1P1.

### 2. Accounting policies and basis of preparation

The principal accounting policies applied in the preparation of this extracted financial information are as set out in the audited financial statements of Rome Resources set out in the Appendix to this document. These Policies have been consistently applied to all the periods presented, unless otherwise stated. The extracted financial information has been prepared for the sole purpose of publication within this Admission Document. The extracted financial information has been derived from the audited financial statements and unaudited interim financial statements set out in the Appendix to this document without adjustments.

Unless otherwise indicated, all financial data presented in the text and tables in this section of the Admission Document is shown in Canadian Dollars. The exchange rates for converting from Canadian Dollars to GBP are:

<i>GBP:CAD</i>	<i>30 September 2023</i>	<i>30 September 2022</i>	<i>30 September 2021</i>
12 month period average	1.653413	1.635077	1.730119
Period end rate	1.657237	1.530532	1.706752
 <i>GBP:CAD</i>	 <i>31 March 2024</i>	 <i>31 March 2023</i>	 <i>31 March 2022</i>
6 month period average	1.699567	1.617103	1.699809
Period end rate	1.709730	1.672997	1.641777

## PART VII

### UNAUDITED PRO FORMA FINANCIAL INFORMATION

#### SECTION A: ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS AND UNAUDITED PRO FORMA INCOME STATEMENT FOR THE ENLARGED GROUP

PKF Littlejohn LLP



The Directors and New Directors  
Pathfinder Minerals Plc  
35 Berkeley Square  
London  
W1J 5BF

The Directors  
Allenby Capital Ltd  
5 St. Helen's Place  
London  
EC3A 6AB

Dear Directors and New Directors

#### **Readmission to AIM of the entire issued and to be issued Ordinary Share capital of Pathfinder Minerals Plc ("Pathfinder" or the "Company") (the "Placing") and the acquisition of Rome Resources Ltd ("Rome Resources") (together the "Enlarged Group") (the "Acquisition")**

We report on:

- the unaudited pro forma statement of net assets of Pathfinder and Rome Resources as at 31 December 2023 and 31 March 2024, respectively;
- the unaudited pro forma income statement for the years ended 31 December 2023 and 30 September 2023 for Pathfinder and Rome Resources, respectively (the "Annual Pro forma Income Statement"); and
- the unaudited pro forma income statement for the six month period to 31 December 2023 and 31 March 2024 for Pathfinder and Rome Resources, respectively (the "Interim Pro forma Income Statement"),

(together the "Pro Forma Financial Information") set out in Part VII of the Company's AIM admission document dated on or around 8 July 2024 (the 'Admission Document'),

#### **Opinion**

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis set out therein; and
- (b) such basis is consistent with the accounting policies of the Company.

#### **Responsibilities**

It is the responsibility of the directors of the Company (the 'Directors') to prepare the Pro Forma Financial Information in accordance with Schedule Two of the AIM Rules.

It is our responsibility to form an opinion, as required by Schedule Two of the AIM Rules, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.



In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Save for any responsibility arising under paragraph (a) of Schedule Two of the AIM Rules to any person as and to the extent provided, and save for any responsibility that we have expressly agreed in writing to assume, to the fullest extent permitted by law we do not assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Schedule Two of the AIM Rules, consenting to its inclusion in the Admission Document.

### **Basis of preparation**

The Pro Forma Financial Information has been prepared on the basis described, for illustrative purposes only, to provide information about how the Acquisition and the Placing might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ending 31 December 2023. This report is required by Schedule Two of the AIM Rules and is given for the purpose of complying with that Schedule Two of the AIM Rules and for no other purpose.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council ('FRC') in the United Kingdom. We are independent of the Company and Rome Resources in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our ethical responsibilities in accordance with these requirements.

The work that we have performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions outside the United Kingdom, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

### **Declaration**

For the purposes of paragraph (a) of Schedule Two of the AIM Rules, we are responsible for this report as part of the Admission Document and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report makes no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully

**PKF Littlejohn LLP**  
**Reporting Accountant**

15 Westferry Circus  
Canary Wharf  
London E14 4HD

**8 July 2024**

## **SECTION B: UNAUDITED PRO FORMA FINANCIAL INFORMATION OF NET ASSETS AND UNAUDITED PRO FORMA INCOME STATEMENT FOR THE ENLARGED GROUP**

Set out below is an unaudited pro forma statement of net assets of Pathfinder and Rome Resources (together the “Enlarged Group”) as at 31 December 2023 and 31 March respectively, and pro forma income statements, for the year to 31 December 2023 and 30 September 2023 for Pathfinder and Rome Resources, respectively (“the Annual Pro forma Income Statement”), and for the six month period to 31 December 2023 and 31 March 2024 for Pathfinder and Rome Resources, respectively (“the Interim Pro forma Income Statement”) (constructed as outlined in Note 1 and 2 to each pro forma). The unaudited pro forma net asset statement and income statements (the “Pro forma Financial Information”) have been prepared on the basis set out in the notes below to illustrate the impact of the Acquisition and the Placing.

The unaudited Pro forma Financial Information has been prepared for illustrative purposes only and, by its nature, addresses a hypothetical situation and does not, therefore, represent the Enlarged Group’s actual financial position or results. Such information may not, therefore, give a true picture of the Enlarged Group’s financial position or results nor is it indicative of the results that may or may not be expected to be achieved in the future.

The unaudited pro forma statement of net assets is based on the audited net assets of Pathfinder as at 31 December 2023 as shown in Part V of this document and unaudited net assets of Rome Resources as at 31 March 2024 as per the unaudited interim financial information as shown in the Appendix of this document.

The unaudited Annual Pro forma Income Statement is based on the audited 12 months to 31 December 2023 and 30 September 2023 for Pathfinder and Rome Resources respectively, and is based on the Pathfinder’s audited historical financial information as shown in Part V of this document and audited historical financial information for Rome Resources as shown in the Appendix of this document.

The unaudited Interim Pro forma Income Statement is based on the unaudited 6 months to 31 December 2023 and 31 March 2024 for the Company and Rome Resources respectively. For Pathfinder, this has been derived from the movement in the 30 June 2023 interim financial statements and 31 December 2023 annual financial statements. For Rome Resources, this has been derived from the unaudited interim financial statements to 31 March 2024 as shown in the Appendix of this document.

No adjustments have been made to take account of trading, expenditure or other movements subsequent to the respective year or period ends for each pro forma.

The unaudited Pro forma Financial Information does not constitute financial statements. Investors should read the whole of this Document and not rely solely on the summarised financial information contained in this document.

## Unaudited pro forma statement of net assets as at 31 December 2023

	<i>Pathfinder Audited Net Assets as at 31 December 2023 (Note 1) £'000</i>	<i>Rome Resources Unaudited Net Assets as at 31 March 2024 (Note 2) £'000</i>	<i>Acquisition adjustment (Note 3) £'000</i>	<i>Issue of Placing Shares and net of costs (Note 4) £'000</i>	<i>Inter- company elimination adjustment (Note 5) £'000</i>	<i>Unaudited pro forma adjusted aggregated net assets of the Enlarged Group on Admission £'000</i>
<b>Assets</b>						
<b>Non-current assets</b>						
Intangible exploration assets	–	8,919	–	–	–	8,919
<b>Non-current assets</b>	<u>–</u>	<u>8,919</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>8,919</u>
<b>Current assets</b>						
Cash and cash equivalents	1,396	185	–	2,906	–	4,487
Trade and other receivables	389	35	–	–	(292)	132
<b>Current assets</b>	<u>1,785</u>	<u>220</u>	<u>–</u>	<u>2,906</u>	<u>(292)</u>	<u>4,619</u>
<b>Total assets</b>	<u>1,785</u>	<u>9,139</u>	<u>–</u>	<u>2,906</u>	<u>(292)</u>	<u>13,538</u>
<b>Current liabilities</b>						
Trade and other payables	267	16	–	–	–	283
Borrowings	–	163	–	–	–	163
Due to related parties	–	1,729	–	–	(292)	1,437
<b>Total current liabilities</b>	<u>267</u>	<u>1,908</u>	<u>–</u>	<u>–</u>	<u>(292)</u>	<u>1,883</u>
<b>Total Liabilities</b>	<u>267</u>	<u>1,908</u>	<u>–</u>	<u>–</u>	<u>(292)</u>	<u>1,883</u>
<b>Total net assets</b>	<u>1,518</u>	<u>7,231</u>	<u>–</u>	<u>2,906</u>	<u>–</u>	<u>11,655</u>
<b>Equity</b>						
Share capital	18,817	15,545	(13,193)	1,333	–	22,502
Share premium	14,613	–	4,703	1,573	–	20,889
Share-based payment reserve	42	2,086	(2,086)	–	–	42
Warrant reserve	11	–	–	–	–	11
Shares to be issued	1,215	–	–	–	–	1,215
Accumulated deficit	(33,180)	(11,046)	30,552	–	–	(13,674)
Non-controlling interest	–	646	(646)	–	–	–
Reverse acquisition reserve	–	–	(19,330)	–	–	(19,330)
<b>Total equity</b>	<u>1,518</u>	<u>7,231</u>	<u>–</u>	<u>2,906</u>	<u>–</u>	<u>11,655</u>

Notes

The pro forma statement of net assets has been prepared on the following basis:

1. The audited net assets of Pathfinder as at 31 December 2023 have been extracted without adjustment from the audited Historic Financial Information as set out in Part V of this document.
2. The unaudited net assets of Rome Resources as at 31 March 2024 have been extracted without adjustment from the unaudited interim financial statements as at 31 March 2024 included in the Appendix of this document, and converted from CA\$ to GBP at the closing rate on 31 March 2024 of CA\$1 to £0.5845.
3. A pro forma adjustment has been made to reflect the initial accounting for the Acquisition of Rome Resources by Pathfinder. The pro forma adjustment considers that the transaction constitutes a reverse takeover outside the scope of IFRS 3 and as such reverse acquisition accounting has been applied. Although the transaction results in Rome Resources becoming a wholly owned subsidiary of Pathfinder, the transaction constitutes a reverse takeover as the previous shareholders of Rome Resources will own a substantial majority of the ordinary shares of Pathfinder going forward.

In substance, the shareholders of Rome Resources acquired a controlling interest in Pathfinder and the transaction is therefore accounted for as a reverse acquisition. Pathfinder was classified as an AIM Rule 15 cash shell prior to the Acquisition and did not meet the definition of a business in accordance with IFRS 3. As a result, for the purposes of the pro forma, the Acquisition does not constitute a business combination and is accounted for in accordance with IFRS 2, Share Based Payments. The difference between the equity value given up by Rome Resources' shareholders and the fair value of the net assets of Pathfinder has been charged to the statement of comprehensive income as a share based payment on reverse acquisition, and represents in substance the cost of acquiring the AIM listing.

This accounting treatment has been assumed for the purposes of the pro forma only and the Enlarged Group will further assess this treatment subsequent to the Acquisition in line with IFRS.

A reconciliation of the reverse acquisition reserve recognised is as follows:

	£'000
Pathfinder's retained earnings prior to the Acquisition (a)	(33,180)
Elimination of Rome's share capital and equity at consol (b)	18,277
Reverse acquisition expense (c)	2,628
Elimination of investment in RMR (d)	(7,055)
	(19,330)

- (a) As the Enlarged Group financial statements will be presented as a continuation of Rome Resources' results, Pathfinder's retained earnings has been eliminated as at 31 December 2023, being the pro forma date.
- (b) Rome Resources' share capital has been eliminated, as although it is the accounting acquiror, Pathfinder remains the legal parent and its equity is presented.
- (c) A reverse acquisition expense of £2,628,000 has been recognised, being the difference between the fair value of the equity Rome Resources' shareholders would have had to issue to give Pathfinder the same equity in the combined entity, and the net assets of Pathfinder. The shares issued comprise 31.02 per cent. of Rome Resources' share capital at the fair value on 31 March 2024 being the share price of C\$0.19, translated at the closing rate.
- (d) Pathfinder's consideration of £7,054,972.04 (as outlined below) has been eliminated as required for the Enlarged Group consolidated financial statements.

Under the terms of the Arrangement Agreement, the Company has conditionally agreed to acquire the entire issued share capital of Rome Resources for a consideration to be settled through the issue of 2,351,657,348 new Ordinary Shares to the shareholders of Rome Resources at an implied price of 0.50 pence per new Ordinary Share on Admission. Based on the Issue Price, the Consideration represents a value of approximately £7,054,972.04.

As a result of the Arrangement Agreement, for every one Rome Resources share held, Rome Resources' shareholders are now anticipated to receive 19.54 Consideration Shares. Pathfinder had a total of 632,494,834 ordinary shares pre-Acquisition as at 31 December 2023, and 2,984,074,255 post-Acquisition, excluding the impact of the fundraise and the Fee Shares.

4. An adjustment has been made to reflect the proceeds of the Placing of 1,333,333,330 new Ordinary Shares of the Company at an issue price of £0.003 per new Ordinary Share net of an adjustment to reflect the payment in cash of admission costs estimated at approximately £1.6 million inclusive of any non-recoverable sales taxes, of which £0.5m relates to fees paid to date or to be paid in shares, giving net costs of £1.1m and cash proceeds of £2.9m.
5. A pro forma adjustment has been made to reflect inter-company loans between Pathfinder and Rome Resources in relation to the Acquisition. In the period to 31 December 2023, Rome Resources received \$500,000 in loans from Pathfinder from a total facility of \$2,500,000. The remaining \$2,000,000 was received subsequent to the period. The loan has a term of up to 24 months. Rome must repay the loan, together with a fixed payment on the loan equal to 10 per cent. of the outstanding balance of the loan.
6. No adjustments have been made to reflect the trading or other transactions, other than described above of:
  - i. the Company since 31 December 2023; and
  - ii. Rome Resources since 31 March 2024.
7. The pro forma statement of net assets does not constitute financial statements.

## Unaudited Annual Pro Forma Income Statement for the year ended 31 December 2023

	<i>Pathfinder Audited Income statement to 31 December 2023 (Note 1) £'000</i>	<i>Rome Resources Audited Income statement to 30 September 2023 (Note 2) £'000</i>	<i>Transaction costs (Note 3) £'000</i>	<i>Acquisition adjustments (Note 4) £'000</i>	<i>Unaudited pro forma adjusted aggregated income statement of the Enlarged Group on Admission £'000</i>
Administrative expenses	(1,043)	(333)	(1,563)	125	(2,814)
<b>Operating (loss)</b>	<b>(1,043)</b>	<b>(333)</b>	<b>(1,563)</b>	<b>125</b>	<b>(2,814)</b>
Stock-based compensation	–	(555)	–	–	(555)
Reverse acquisition expense	–	–	–	(2,628)	(2,628)
Share of losses in associate	–	(3)	–	–	(3)
Gain on settlement of accounts payable	–	6	–	–	6
<b>Loss before tax</b>	<b>(1,043)</b>	<b>(885)</b>	<b>(1,563)</b>	<b>(2,503)</b>	<b>(5,994)</b>
Tax (charge)/credit	–	–	–	–	–
<b>Loss after tax</b>	<b>(1,043)</b>	<b>(885)</b>	<b>(1,563)</b>	<b>(2,503)</b>	<b>(5,994)</b>
Gain on sale of investment	1,000	–	–	–	1,000
<b>Total comprehensive loss for the period</b>	<b>(43)</b>	<b>(885)</b>	<b>(1,563)</b>	<b>(2,503)</b>	<b>(4,994)</b>
Basis and diluted loss per share (pence) (Note 5)	(0.01)	(0.01)	–	–	(0.17)
Weighted average number of shares	623,727,711	65,882,286	–	–	2,968,864,448

### Notes

The Annual Pro Forma Income Statement has been prepared on the following basis:

- The audited income statement of Pathfinder for the year to 31 December 2023 has been extracted without adjustment from the Historic Financial Information which is set out in Part V of this document.
- The audited income statement of Rome Resources for the year to 30 September 2023 has been extracted without adjustment from the audited financial statements to 30 September 2023 included in the Appendix of this document, and converted from CAD\$ to GBP at the average rate for the year to 30 September 2023 of CAD\$1 to £0.6081.
- An adjustment has been made to reflect the costs associated with the Placing and Acquisition estimated at approximately £1.6 million inclusive of any non-recoverable sales taxes, of which £0.5m relates to fees paid to date or to be paid in shares.
- A reverse acquisition expense of £2,628,000 has been recognised, being the difference between the fair value of the equity Rome Resources' shareholders would have had to issue to give Pathfinder the same equity in the Enlarged Group and Pathfinder's net assets. The shares issued comprise 31.02 per cent. of Rome Resources' share capital at their fair value on 31 March 2024 being the share price of C\$0.19, translated at the closing rate.

No adjustment has been made to remove finance costs in relation to the inter-company loan between the Pathfinder and Rome Resources given it is highly immaterial.

An adjustment has been made to reflect the removal of on-going corporate costs that will no longer be incurred in Rome Resources, totaling £125k which includes:

- Ongoing TSX-V corporate costs totaling £67k;
  - Financial PR costs in relation to TSX-V totaling £15k; and
  - Cost savings arising from the removal of existing corporate costs of £43k.
- Net loss per share was calculated for the Enlarged Group using the historical weighted average shares outstanding. As the Acquisition and related transactions are being reflected as if they had occurred at the beginning of the periods presented, the calculation of weighted average shares outstanding for basic and diluted net loss per share assumes that the shares issued in the Acquisition have been outstanding for the entirety of the periods presented.

*For the year ended  
31 December 2023  
£'000*

Pro forma net loss	(4,994)
Weighted average shares outstanding	2,968,864,448
Pro forma net loss per share (pence)	(0.17)

6. No adjustments have been made to reflect the trading or other transactions, other than described above of:
  - i. Pathfinder since 31 December 2023.
  - ii. Rome Resources since 30 September 2023; and
7. As at 5 July 2024 (the latest practical date prior to publication of this document), the exchange rate between CAD\$ and £ was \$1 to £0.5762.
8. The Annual Pro forma Income Statement does not constitute financial statements.



## Unaudited Interim Pro forma Income Statement for the six months ended 31 December 2023

	<i>Pathfinder Unaudited six month period to 31 December 2023 (Note 1) £'000</i>	<i>Rome Resources Unaudited six month period to 31 March 2024 (Note 2) £'000</i>	<i>Transaction costs (Note 3) £'000</i>	<i>Acquisition adjustments (Note 4) £'000</i>	<i>Unaudited pro forma adjusted aggregated income statement of the Enlarged Group on Admission £'000</i>
Administrative expenses	(808)	(218)	(1,563)	67	(2,522)
<b>Operating (loss)</b>	(808)	(218)	(1,563)	67	(2,522)
Stock-based compensation	–	(21)	–	–	(21)
Reverse acquisition expense	–	–	–	(2,628)	(2,628)
Share of losses in associate	–	(6)	–	–	(6)
Finance (cost)/income	–	(9)	–	–	(9)
<b>Loss before tax</b>	(808)	(254)	(1,563)	(2,561)	(5,186)
Tax (charge)/credit	–	–	–	–	–
<b>Loss after tax</b>	(808)	(254)	(1,563)	(2,561)	(5,186)
Gain on sale of investment	1,000	–	–	–	1,000
<b>Total comprehensive profit/ (loss) for the period</b>	192	(254)	(1,563)	(2,561)	(4,186)
Basis and diluted earnings/(loss) per share (pence) (Note 5)	0.03	(0.00)	–	–	(0.13)
Weighted average number of shares	632,494,834	106,220,336	–	–	2,987,549,501

### Notes

The Interim Pro Forma Income statement has been prepared on the following basis:

- The unaudited income statement of Pathfinder for the six month period to 31 December 2023 has been derived from the movement in the published 30 June 2023 interim financial statements and 31 December 2023 annual financial statements, which are set out in Part V of this document.
- The unaudited income statement of Rome Resources for the 6 months to 31 March 2024 has been derived from the interim financial statements to 31 March 2024, which is set out in the Appendix of this document, and converted from CAD\$ to GBP at the average rate for the 6 month period to 31 March 2024 of CAD\$1 to £0.5884.
- An adjustment has been made to reflect the costs associated with the Placing and Acquisition estimated at approximately £1.6 million inclusive of any non-recoverable sales taxes, of which £0.5m relates to fees paid to date or to be paid in shares.
- A reverse acquisition expense of £2,628,000 has been recognised, being the difference between the fair value of the equity Rome Resources' shareholders would have had to issue to give Pathfinder the same equity in the Enlarged Group and Pathfinder's net assets. The shares issued comprise 31.02 per cent. of Rome Resources' share capital at their fair value on 31 March 2024 being the share price of C\$0.19, translated at the closing rate.

No adjustment has been made to remove finance costs in relation to the inter-company loan between the Pathfinder and Rome Resources given it is highly immaterial.

An adjustment has been made to reflect the removal of on-going corporate costs that will no longer be incurred in Rome Resources, totaling £67k, which includes:

- Ongoing TSX-V corporate costs totaling £38k;
  - Financial PR costs in relation to TSX-V totaling £9k; and
  - Cost savings arising from the removal of existing corporate cost of £20k.
- Net loss per share was calculated for the Enlarged Group using the historical weighted average shares outstanding. As the Acquisition and related transactions are being reflected as if they had occurred at the beginning of the periods presented, the calculation of weighted average shares outstanding for basic and diluted net loss per share assumes that the shares issued in the Acquisition have been outstanding for the entirety of the periods presented.

*For the six months to  
31 December 2023  
£'000*

Pro forma net loss	(4,186)
Weighted average shares outstanding	2,987,549,501
Pro forma net loss per share (pence)	(0.13)

6. No adjustments have been made to reflect the trading or other transactions, other than described above of:
  - i. Pathfinder since 31 December 2023.
  - ii. Rome Resources since 31 March 2024; and
7. As at 5 July 2024 (the latest practical date prior to publication of this document), the exchange rate between CA\$ and £ was \$1 to £0.5762.
8. The Interim Pro forma Income Statement does not constitute financial statements

## **PART VIII**

### **TAXATION**

#### **Taxation in the UK**

The following information is based on UK tax law and His Majesty's Revenue and Customs ("HMRC") practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her tax position should contact their professional advisor immediately. The tax legislation of an investor's Member State or home country and the Company's country of incorporation may have an impact on the income received from an investment in the Ordinary Shares.

#### **1.1 Tax treatment of UK investors**

The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- who intend to acquire or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10 per cent., of any of the classes of shares in the Company; or
- who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- who are in any doubt as to their taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Enlarged Group.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Enlarged Group or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

#### **1.2 Dividends**

Where the Enlarged Group pays dividends, no UK withholding taxes are deducted at source. Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual and trustee Shareholders who are domiciled in the UK, and who hold their Ordinary Shares as investments, will be subject to UK income tax on the amount of dividends received from the Enlarged Group.

The following information is based on current UK tax law in relation to rules applying to dividends paid to individuals and trustees from 6 April 2024 onwards. There is a dividend allowance of £500 per annum for individuals. Dividends falling within this allowance will effectively be taxed at 0 per cent. but such dividends will still count as taxable income when determining how much of the basic rate band or higher rate band has been used. If an individual receives dividends in excess of this allowance in a tax year, the excess will be taxed at 8.75 per cent., (for individuals not liable to tax at a rate above the basic rate), 33.75 per cent., (for individuals subject to the higher rate of income tax) and 39.35 per cent. (for individuals subject to the additional rate of income tax). The rate of tax paid on dividend income by trustees of discretionary trusts is 39.35 per cent. (or dividend income that falls above the tax-free amount (normally £500)). United Kingdom pension funds and charities are generally exempt from tax on dividends which they receive.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

### 1.3 Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

UK resident individual Shareholders will be subject to capital gains tax to the extent their net gains exceed the annual exempt amount of £3,000, after taking account of any other available reliefs. The rate of capital gains tax on disposal of Ordinary Shares by basic rate taxpayers is 10 per cent., and 20 per cent. for upper rate and additional rate taxpayers.

For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.

The corporation tax rate applicable to taxable profits is currently 25 per cent. applying to profits over £250,000. A small profits rate applies for companies with profits of £50,000 or less so that these companies pay corporation tax at 19 per cent. Companies with profits between £50,000 and £250,000 pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective corporation tax rate.

### 1.4 Further information for Shareholders subject to UK income tax and capital gains tax

#### ***“Transactions in securities”***

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HMRC to raise tax assessments so as to cancel *“tax advantages”* derived from certain prescribed *“transactions in securities”*.

### 1.5 Stamp duty and stamp duty reserve tax

No UK stamp duty or stamp duty reserve tax will be payable on the allotment and issue of ordinary shares pursuant to the placing.

There is an exemption from stamp duty and SDRT in respect of securities admitted to trading on certain recognised growth markets, including AIM, and which are not listed on a Recognised Investment Exchange.

The above comments are intended as a guide to the general stamp duty and stamp duty reserve tax position and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

### 1.6 Inheritance Tax

Shares in AIM quoted trading companies or a holding company of a trading group may, after a two-year holding period, qualify for Business Property Relief for United Kingdom inheritance tax purposes, subject to the detailed conditions for the relief.

**THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE ENLARGED GROUP. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO THEIR TAX POSITION OR WHERE THEY ARE RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT THEIR PROFESSIONAL**

## PART IX

### ADDITIONAL INFORMATION

#### 1. RESPONSIBILITY

- 1.1. The Directors, whose names and functions are set out on page 12 of this document, and the Company accept responsibility, both individually and collectively, for the information contained in this document (including any expression of opinion) and for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (each of whom have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. THE COMPANY

- 2.1. The Company was incorporated in England and Wales on 1 February 1991 under the name of Pathfinder Properties PLC with registered number 02578942 as a public company with limited liability under the Companies Act 1985. It changed its name to Pathfinder Minerals PLC on 22 December 2009. Its registered office and principal place of business is at 35 Berkeley Square, London, England, W1J 5BF and its telephone number is 020 3143 6748. It is domiciled in the United Kingdom. The current LEI of the Company is 2138009YG6AG3K86TN77.
- 2.2. The Company is a public limited company and accordingly the liability of its members is limited to the amount paid up or to be paid on their shares.
- 2.3. The Company's website address is [www.pathfinderminerals.com](http://www.pathfinderminerals.com). The information included on the Company's website does not form part of this document.
- 2.4. The principal legislation under which the Company operates and which the Existing Ordinary Shares have been, and the New Ordinary Shares will be, issued is the Companies Act 1985 and the Act and regulations made thereunder.
- 2.5. The Company is subject to the Act, the Takeover Code and the AIM Rules.
- 2.6. As at the date of this document, the Company's principal activity is a holding company. The Company is the ultimate holding company of the Group, and has the following significant subsidiary undertakings, being those considered by the Company to be likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

<i>Name</i>	<i>Country of incorporation</i>	<i>Date of incorporation</i>	<i>Principal activity</i>	<i>Percentage owned</i>
Pathfinder Battery Commodities Ltd	England and Wales	20 May 2022	Dormant company	100%
BC Subco	British Columbia, Canada	9 April 2024	Special purpose vehicle	100%

### 3. THE ENLARGED GROUP

3.1. Following Admission, it is anticipated that the Company will be the ultimate holding company of the Enlarged Group and will have the following subsidiary undertakings:

<i>Name</i>	<i>Country of incorporation</i>	<i>Date of incorporation</i>	<i>Principal activity</i>	<i>Percentage owned</i>
Pathfinder Battery Commodities Ltd	England and Wales	20 May 2022	Dormant company	100%
Amalco (being the combined entity of Rome Resources and BC Subco post amalgamation)	British Columbia, Canada	9 April 2024	Mineral explorations company	100%
Medidoc-RD Congo SARL (MRDC)	Democratic Republic of the Congo	14 October 2021	All activities related to the exploration, exploitation, transport and commercialisation of mining and quarrying products.	71% (held indirectly via Amalco's 71% shareholding in MRDC)
			All activities and transactions required in the mining industry.	
Kalayi Tin SARL	Democratic Republic of the Congo	16 August 2023	Studies, prospecting, research and exploitation of all mineral substances, as well as all operations of concentration and metallurgical and chemical treatment, processing, marketing and export of these substances and their derivatives.	51.475 per cent. (held indirectly via Amalco's 71 per cent. shareholding in MRDC, which holds 72.5 per cent. in Kalayi Tin SARL)
Mont Agoma SARL	Democratic Republic of the Congo	10 August 2023	Studies, prospecting, research and exploitation of all mineral substances, as well as all operations of concentration and metallurgical and chemical treatment, processing, marketing and export of these substances and their derivatives.	51 per cent. (held indirectly via Amalco's 51 per cent. shareholding in Mont Agoma SARL)

3.2. Save as disclosed in paragraph 3.1 above, there are no significant subsidiary undertakings in which the Enlarged Group holds a proportion of the capital that is likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.



## 4. SHARE CAPITAL

### Issued share capital

4.1. The issued and fully paid share capital of the Company as:

(a) 31 December 2023, being the most recent audited balance sheet date, was as follows:

	<i>Number</i>	<i>Share Capital</i>
Ordinary shares of 0.1p each	632,494,834	£632,494.834
Deferred shares of 0.99p each	183,688,116	£18,185,123.484
<b>Total</b>	<u>818,182,950</u>	<u>£18,817,618.318</u>

(b) the Latest Practicable Date, was as follows:

	<i>Number</i>	<i>Share Capital</i>
Ordinary shares of 0.1p each	1,057,494,834	£1,057,494.834
Deferred shares of 0.99p each	183,688,116	£18,185,123.484
<b>Total</b>	<u>1,241,182,950</u>	<u>£19,242,618.318</u>

(c) Admission, will be as follows:

	<i>Number</i>	<i>Share Capital</i>
Ordinary shares 0.1p each	4,871,864,607	£4,871,863.61
Deferred shares of 0.99p each	183,688,116	£18,185,123.484
<b>Total</b>	<u>5,055,552,723</u>	<u>£23,056,988.09</u>

### Reconciliation of share capital

4.2. During the financial year ending 31 December 2023, being the most recent audited balance sheet date, movements of share capital were as follows:

	<i>Number</i>	<i>Share Capital</i>
Total number of Existing Ordinary Shares in issue as at 1 January 2023	532,494,834	£532,494.834
Total number of Deferred Shares in issue as at 1 January 2023	183,688,116	£18,185,123.484
1 February 2023 share issue (private placing)	<u>100,000,000</u>	<u>£100,000</u>
<b>Total number of shares in issue as at 31 December 2023</b>	<u>818,182,950</u>	<u>£18,817,618.318</u>

4.3. On the 29 November 2023 the Company allotted 425,000,000 Ordinary Shares for total consideration of £1,275,000 net of associated costs. As at 31 December 2023, £60,000 remained outstanding from one investor in respect of the issue to that one investor of 2,000,000 Ordinary Shares with £1,215,000 having been received in the year. This issuance was subject to shareholder approval which was obtained in January 2024 and as a result these 425,000,000 Ordinary Shares were issued subsequent to the 31 December 2023 year end and the cash received of £1,215,000 is shown in the 1 December 2023 audited balance sheet within a 'shares to be issued reserve' as at 31 December 2023. The outstanding £60,000 in respect of the issue of 2,000,000 Ordinary Shares to the one investor was paid in two tranches, £30,000 on 10 May 2024 and £30,000 on 16 May 2024, following which such Ordinary Shares were deemed fully paid.

### Existing Warrants

4.4. As at the 31 December 2023, being the most recent audited balance sheet date, and (b) the Latest Practicable Date, Warrants in issue were:

<i>Warrant holder</i>	<i>Number of Ordinary Shares subject to Warrant</i>	<i>Exercise price</i>	<i>Date of grant</i>	<i>Exercisable from</i>	<i>Exercisable to</i>
JUB Capital Management LLP	5,000,000	£0.0050	27/01/2023	27/01/2023	31/12/2024
James Brearley Nominees Ltd	184,000,000	£0.0045	22/12/2023	Admission	2 years from Admission
Marc Mathenz	18,500,000	£0.0045	22/12/2023	Admission	2 years from Admission
Richard Jennings	10,000,000	£0.0045	22/12/2023	Admission	2 years from Admission
<b>Total</b>	<u>217,500,000</u>				

### Replacement Warrants

4.5. Under the terms of the Arrangement Agreement the Company has agreed to issue up to 113,332,000 Replacement Warrants to the holders of the Rome Warrants following Completion, as further described in paragraph 12.8 of Part IX of this document.

### New Warrants

4.6. The Company has agreed to issue New Warrants to the following persons following on Admission:

#### *Director Warrants*

<i>New Warrant holder</i>	<i>Number of Ordinary Shares subject to New Warrant</i>	<i>Exercise price</i>	<i>Date of grant</i>	<i>Exercisable from</i>	<i>Exercisable to</i>
Paul Barrett	121,796,615	0.30p	Admission	Admission	5 years from Admission
Mark Gasson	121,796,615	0.30p	Admission	Admission	5 years from Admission
Serge Tshitembu	34,090,743	0.30p	Admission	Admission	5 years from Admission
<b>Total</b>	<u>277,683,973</u>				

#### *Adviser Warrants*

<i>New Warrant holder</i>	<i>Number of new Ordinary Shares subject to New Warrant</i>	<i>Exercise price</i>	<i>Date of grant</i>	<i>Exercisable from</i>	<i>Exercisable to</i>
Allenby Capital Limited	97,437,292	0.30p	Admission	Admission	5 years from Admission
Jub Capital Management LLP	161,796,614	0.30p	Admission	Admission	5 years from Admission
Oak Securities LLP	41,999,999	0.30p	Admission	Admission	5 years from Admission
Christian Bolleta	100,000,000	0.30p	28 June 2024	Admission <sup>1</sup>	28 July 2025
<b>Total</b>	<u>401,233,905</u>				

<sup>1</sup> The New Warrants only vest if the volume weighted average price (VWAP) for the Company is greater than 0.60p for a period 10 consecutive Business Days.

### **Existing Options**

- 4.7. As at 31 December 2023, being the most recent audited balance sheet date, and (b) the Latest Practicable Date, there were 50,000,000 Existing Options outstanding, further details of which are set out in paragraph 7.2 below.

### **Replacement Options**

- 4.8. Under the terms of the Arrangement Agreement the Company has agreed to issue up to 81,091,000 Replacement Options to the holders of the Rome Options following Completion.

### **Share capital history**

- 4.9. The history of the Company's issued share capital, highlighting information about any changes, for the period covered by the historical financial information (three years prior to the date of this document) to 31 December 2023, being the most recent audited balance sheet date, is as follows:

<i>Date of issue</i>	<i>Transaction type</i>	<i>No. of Ordinary Shares issued</i>	<i>Issue price per Ordinary Share (£)</i>
25/02/2021	Private placing	38,500,000	0.005
30/03/2021	Private placing	23,794,336	0.005
20/05/2021	Private placing	70,000,000	0.006
06/05/2022	Warrants exercise	1,666,666	0.005
01/02/2023	Private placing	100,000,000	0.005

- 4.10. Pursuant to an ordinary resolution passed at the annual general meeting of the Company on 21 December 2023 the Directors were generally and unconditionally authorised in accordance with section 551 of the Act to allot or grant rights to subscribe for or to convert any security into Ordinary Shares up to an aggregate nominal amount of £637,500, such authority to expire on the earlier of (i) date of the next annual general meeting of the Company or (ii) 21 March 2025 (being 15 months after the date of the meeting), save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to be granted and the Directors may allot Ordinary Shares or grant rights in pursuance of any such offer or agreement as if the authority had not expired.
- 4.11. Pursuant to a special resolution passed at the annual general meeting on 21 December 2023 the Directors were empowered (pursuant to section 570 of the Act) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority described in paragraph 4.10 above as if section 561(1) of the Act did not apply to such allotment, such power being expressed to expire on 21 March 2025 (being 15 months after the date of the meeting) or earlier if substituted by new authority granted at the next annual general meeting of the Company, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after the authority expires and the Directors may allot equity securities in pursuance of any such offer or agreements as if the authority had not expired.
- 4.12. The Ordinary Shares in issue on Admission will be in registered form and, following Admission, may be held either in certificated form or in uncertificated form. The records in respect of Ordinary Shares held in uncertificated form will be maintained by Euroclear and the Company's Registrars.
- 4.13. None of the Ordinary Shares are being marketed or made available in whole or in part to the public in conjunction with the application for Admission.
- 4.14. The Ordinary Shares and the Deferred Shares are governed in accordance with the Act.
- 4.15. The currency of the Ordinary Shares and the Deferred Shares is pounds sterling.

- 4.16. Save as disclosed in this paragraph 4 or in paragraphs 6(a) and 10 of this Part XI – (Additional Information):
- (a) no shares in the capital of the Company have been issued otherwise than as fully paid;
  - (b) the Company does not have in issue any shares not representing capital;
  - (c) the Company does not hold any treasury shares and no shares in the capital of the Company are held by or on behalf of any member of the Group;
  - (d) the Company does not have in issue any convertible securities, exchangeable securities or securities with warrants;
  - (e) there are no acquisition rights and/or obligations over any unissued shares in the capital of the Company and no undertaking has been given by the Company to increase its issued share capital; and
  - (f) no share or loan capital of any member of the Group is under option or has been agreed, conditionally or unconditionally, to be put under option.
- 4.17. No shares in the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.
- 4.18. There are no mandatory takeover bids outstanding in respect of the Company and none has been made either in the last financial year or the current financial year of the Company. No public takeover bids have been made by third parties in respect of the Company's issued share capital in the current financial year nor in the last financial year.
- 4.19. The financial year end of the Company is 31 December.

## **5. MEMORANDUM AND ARTICLES OF ASSOCIATION**

- 5.1. The memorandum of association of the Company was altered by a special resolution passed on 21 December 2009 so that from that date the Company's principal object is to act as a general commercial company. The objects of the Company are set out in full in clause 4 of the memorandum of association (which is deemed to form part of its Articles by virtue of section 28 of the Act).
- 5.2. The Articles were adopted by a special resolution passed on 21 December 2009 and subsequently amended on 6 August 2010 and 7 September 2015. The following is a summary of the rights attached to the Ordinary Shares and the Deferred Shares based on the Articles which contain, amongst others, provisions to the following effect. This is a high-level summary only which is not exhaustive and is qualified in its entirety by the full terms of the Articles:

### **(a) Voting at general meetings**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any shares or class of shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.

A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote,

whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

(b) **Dividends**

The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends. A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors. No dividend may be declared or paid unless it is in accordance with members' respective rights. Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Except as otherwise provided by the Articles or the rights attached to shares, all dividends must be (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid; and (b) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly. For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by (a) the terms on which the share was issued; or (b) the provisions of another agreement between the holder of that share and the Company.

All dividends or other sums which are: (a) payable in respect of shares; and (b) unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the Company until claimed. The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it. If: (a) twelve years have passed from the date on which a dividend or other sum became due for payment; and (b) the distribution recipient has not claimed it, the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company). If the shares in respect of which such a non-cash distribution is paid are uncertificated, any shares in the Company which are issued as a non-cash distribution in respect of them must be uncertificated. For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution: (a) fixing the value

of any assets; (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and (c) vesting any assets in trustees.

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if: (a) the share has more than one holder; or (b) more than one person is entitled to the share; whether by reason of the death or bankruptcy of one or more joint holders, or otherwise, the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

(c) **Deferred Shares**

The holders of the Deferred Shares (being deferred shares of 9.9p each in the capital of the Company) shall have no right to receive notice of or to attend or vote at any general meeting of the Company.

After the distribution of the first £10 billion of the balance of the assets, if any, on a return of capital of winding-up or otherwise, the holders of the Deferred Shares (if any) shall be entitled to receive an amount equal to the nominal value of such Deferred Shares *pro rata* to their respective holdings.

Subject to compliance with the Act, the Company may at any time serve notice on the holders of Deferred Shares to purchase the Deferred Shares at a price of £1 in aggregate.

The Company shall have an irrevocable authority at any time: (a) to appoint any person to execute on behalf of the holders of such Deferred Shares a transfer thereof and/or an agreement to transfer the same for no consideration to such person as the Company may determine as custodian thereof; and/or (b) to purchase the same (in accordance with the provisions of the Act) for not more than an aggregate sum of 1p for all the Deferred Shares in issue without obtaining the sanction of the holder or holders thereof and for the purposes of such purchase to appoint a person to execute on behalf of any holder of the Deferred Shares a contract for the sale to the Company of any such shares held by such holder; and (c) pending such transfer and/or purchase to retain the certificates for such Deferred Shares.

(d) **Transfer of shares**

Certificated shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of (a) the transferor; and (b) (if any of the shares is partly paid) the transferee.

No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share. The Company may retain any instrument of transfer which is registered.

The directors may refuse to register the transfer of a certificated share if: (a) the share is not fully paid; (b) the transfer is not lodged at the Company's registered office or such other place as the directors have appointed; (c) the transfer is not accompanied by the certificate for the shares to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf; (d) the transfer is in respect of more than one class of share; or (e) the transfer is in favour of more than four transferees.

If the directors refuse to register the transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

A transfer of an uncertificated share must not be registered if it is in favour of more than four transferees.



(e) **Variation of rights**

Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be varied or abrogated with the sanction of a special resolution passed at general meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company and to proceedings thereat shall *mutatis mutandis* apply, except that the quorum shall be two persons at least holding or representing by proxy one-third in nominal value of the issued shares of the class in question (but so that if at any adjourned meeting a quorum as above defined is not present, any one holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this paragraph shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of the issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

(f) **Lien, call notice and forfeiture**

The Company has a lien over every share which is partly paid for any part of (a) that share's nominal value; and (b) any premium at which it was issued, which has not been paid to the Company, and which is payable immediately or at some time in the future, whether or not a Call Notice (as defined in the below paragraph) has been sent in respect of it. The Company's lien over a share: (a) takes priority over any third party's interest in that share; and (b) extends to any dividend or other money payable by the Company in respect of that share and (if the lien is enforced and the share is sold by the Company) the proceeds of sale of that share. The directors may at any time decide that a share which is or would otherwise be subject to the Company's lien shall not be subject to it, either wholly or in part.

Subject to the Articles and the terms on which shares are allotted, the directors may send a notice (the "**Call Notice**") to a member requiring the member to pay the Company a specified sum of money (the "**Call**") which is payable in respect of shares which that member holds at the date when the directors decide to send the Call Notice.

A notice of intended forfeiture: (a) may be sent in respect of any share in respect of which a Call has not been paid as required by a Call Notice; (b) must be sent to the holder of that share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise; (c) must require payment of the Call and any accrued interest by a date which is not less than 14 days after the date of the notice; (d) must state how the payment is to be made; and (e) must state that if the notice is not complied with, the shares in respect of which the Call is payable will be liable to be forfeited. If a notice of intended forfeiture is not complied with before the date by which payment of the Call is required in the notice of intended forfeiture, the directors may decide that any share in respect of which it was given is forfeited, and the forfeiture is to include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

(g) **Organisation of general meetings**

If: (a) the Company has fewer than two directors; and (b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so, then two or more members may call a general meeting (or instruct the Company secretary to do so) for the purpose of appointing one or more directors.

A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting. A person is able to exercise the right to vote at a general meeting when: (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start: (a) the directors present; or (b) (no directors are present), the meeting; must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting. The person chairing a meeting in accordance with this paragraph 5.2(g) is referred to as "the chairman of the meeting".

Directors may attend and speak at general meetings, whether or not they are members. The chairman of the meeting may permit other persons who are not: (a) members of the Company; or (b) otherwise entitled to exercise the rights of members in relation to general meetings to attend and speak at a general meeting.

If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. The chairman of the meeting may adjourn a general meeting at which a quorum is present if: (a) the meeting consents to an adjournment; or (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting. When adjourning a general meeting, the chairman of the meeting must: (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given): (a) to the same persons to whom notice of the Company's general meetings is required to be given; and (b) containing the same information which such notice is required to contain. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

(h) **Directors**

(i) ***Appointment and retirement of Directors***

The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director: (a) by ordinary resolution; or (b) by a decision of the directors.

At the first annual general meeting all the directors must retire from office. At every subsequent annual general meeting any directors: (a) who have been appointed by the directors since the last annual general meeting; or (b) who were not appointed or reappointed at one of the preceding two annual general meetings, must retire from office and may offer themselves for reappointment by the members.

A person ceases to be a director as soon as: (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law; (b) a bankruptcy order is made against that person; (c) a composition is made with that person's creditors generally in satisfaction of that person's debts; (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or (f) notification is received by the Company from the director that the director is resigning from office as director, and such resignation has taken effect in accordance with its terms.

(ii) ***Remuneration of Directors***

Directors may undertake any services for the Company that the directors decide. Directors are entitled to such remuneration as the directors determine: (a) for their services to the Company as directors; and (b) for any other service which they undertake for the Company. Subject to the Articles, a director's remuneration may: (a) take any form; and (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director. Unless the directors decide otherwise, directors' remuneration accrues from day to day. Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

The Company may pay any reasonable expenses which the directors (including alternate directors) and the secretary properly incur in connection with their attendance at: (a) meetings of directors or committees of directors; (b) general meetings; or (c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

(iii) ***Restrictions on Directors voting***

If a directors' meeting, or part of a directors' meeting, is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in that meeting, or part of a meeting, for voting or quorum purposes.

This prohibition does not apply to any of the following matters: (a) the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in, or voting at, a directors' meeting; (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or (c) the director's conflict of interest arises from a permitted cause.

For the purposes of the above paragraph, the following are permitted causes: (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries; (b) subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.

If a question arises at a meeting of directors or of a committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman is to be final and conclusive. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

(iv) ***Conflicts of interest requiring Directors' authorisation***

The directors may, in accordance with the requirements set out in this paragraph 5.2(h)(iv), authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest (the “**Conflict**”).

Any authorisation under this paragraph 5.2(h)(iv) will be effective only if: (a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine; (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and (c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

Any authorisation of a Conflict under this paragraph 5.2(h)(iv) may (whether at the time of giving the authorisation or subsequently): (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised; (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and (c) be terminated or varied by the directors at any time. This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to: (a) disclose such information to the directors or to any director or other officer or employee of the Company; or (b) use or apply any such information in performing his duties as a director, where to do so would amount to a breach of that confidence.

Where the directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director: (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict; (b) is not given any documents or other information relating to the Conflict; and (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

Where the directors authorise a Conflict: (a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict; and (b) the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

(i) **Indemnity of officers**

Subject to the Articles, a relevant officer of the Company or an associated company may be indemnified out of the Company's assets against: (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company; (b) any liability incurred by that officer in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); (c) any other liability incurred by that officer as an officer of the Company or an associated company.

This paragraph 5.2(i) does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

In this paragraph 5.2(i), (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and (b) a "relevant director" means any director or former director of the Company or an associated company including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act).

(j) **Insurance**

The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

In this paragraph 5.2(j): (a) a "relevant director" means any director or former director of the Company or an associated company including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act); (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **6. THE TAKEOVER CODE**

(a) **Mandatory bids**

The Company is incorporated in the UK and its Ordinary Shares are and will be admitted to trading on AIM. Accordingly, the Takeover Code applies to the Company. Under Rule 9 of the Takeover Code, any person who acquires an interest in shares (as defined in the Takeover Code), whether by a series of transactions over a period of time or not, which (taken together with any interest in shares held or acquired by persons acting in concert (as defined in the Takeover Code) with them) in aggregate, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required to make a general offer to all of the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with them, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person or persons acting in concert with them, which increases the percentage of shares carrying voting rights in which they are interested.

An offer under Rule 9 must be in cash or be accompanied by a cash alternative and must be at the highest price paid by the person required to make the offer, or any person acting in concert with them, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

"Interests in shares" is defined broadly in the Takeover Code. A person who has long economic exposure, whether absolute or conditional, to changes in the price of shares will be treated as interested in those shares. A person who only has a short position in shares will not be treated as interested in those shares.

“Voting rights” for these purposes means all the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting.

Persons acting in concert (and concert parties) comprise persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. Certain categories of people are presumed under the Takeover Code to be acting in concert with each other unless the contrary is established. For example, shareholders in a private company to which the Takeover Code applies, or who, following the re-registration of that company as a public company in connection with an initial public offering or otherwise, become shareholders in a company to which the Takeover Code applies will be presumed by the Takeover Panel to be acting in concert with one another unless that presumption is rebutted.

As set out in paragraph 18 of Part I of this document, the Panel and the Company have agreed that for the purpose of the Takeover Code, the Concert Party are acting in concert with each other in relation to the Company. Immediately following Admission, the Concert Party will in aggregate hold approximately 17.63 per cent. of the voting rights in the Company.

**(b) Squeeze-out rules**

Under the Act, if a “takeover offer” (as defined in section 974 of the Act) is made by an offeror to acquire all of the shares in the Company not already owned by it and the offeror were to acquire, or unconditionally contract to acquire, not less than 90 per cent. in value of the shares to which such offer relates (and, where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by such shares) the offeror could then compulsorily acquire the remaining shares.

The offeror would do so by sending a notice to the outstanding members informing them that it will compulsorily acquire their shares and, six weeks later, it would deliver a transfer of the outstanding shares in its favour to the Company which would execute the transfers on behalf of the relevant members, and pay the consideration for the outstanding shares to the Company which would hold the consideration on trust for the relevant members. The consideration offered to the members whose shares are compulsorily acquired under this procedure must, in general, be the same as the consideration that was available under the original offer unless a member can show that the offer value is unfair.

**(c) Sell-out rules**

The Act also gives minority members a right to be bought out in certain circumstances by an offeror who has made a takeover offer.

If a takeover offer related to all the shares in the Company and, at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90 per cent. in value of the shares and not less than 90 per cent. of the voting rights carried by the shares in the Company, any holder of shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those shares. The offeror would be required to give any member notice of his or her right to be bought out within one month of that right arising.

The offeror may impose a time limit on the rights of minority members to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, three-months from the date on which notice is served on members notifying them of their sell-out rights. If a member exercises their rights, the offeror is entitled and bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

## **7. SHARE OPTIONS**

- 7.1. The Company has entered into deeds of option grant under which Existing Options have been granted to directors and officers of the Company. A summary of the deeds of option grant pursuant to which the outstanding Existing Options have been issued (details of which are set out in paragraph 7.2 below) is set out in paragraph 7.3 of this Part IX – (*Additional Information*) below.



7.2. As the 31 December 2023, being the most recent audited balance sheet date, and (b) the Latest Practicable Date, the following Existing Options were outstanding:

<i>Option holder</i>	<i>Number of Existing Options</i>	<i>Date of grant</i>	<i>Exercise price (per Ordinary Share) (£)</i>	<i>Exercisable to</i>
Dennis Edmonds (former director)	10,000,000	11 May 2020	£0.0075*	30 June 2025**
Peter Taylor (former director)	6,000,000	4 August 2020	£0.0075*	30 June 2025**
	5,000,000	4 October 2021	£0.0075*	30 June 2025**
Mark Gasson	6,000,000	9 June 2021	£0.0075*	30 June 2025**
David Taylor (former company secretary)	3,000,000	23 June 2021	£0.0075*	30 June 2025**
Paul Barrett	15,000,000	1 September 2023	£0.0100	31 August 2026
	5,000,000	1 September 2023	£0.0050	31 August 2026
<b>Total</b>	<b>50,000,000</b>			

\* Original exercise price of £0.0125 revised to £0.0075 on 27 April 2023.

\*\* Original expiry date of (i) 11 May 2022 for Dennis Edmonds options extended to 11 May 2023 on 6 May 2022, and further extended to 30 June 2025 on 27 April 2023; (ii) 30 August 2022 for Peter Taylor's 6,000,000 options extended to 30 August 2023 on 6 May 2022, and further extended to 30 June 2025 on 27 April 2023; (iii) 3 October 2023 for Peter Taylor's 5,000,000 options; 8 June 2023 for Mark Gasson's options; and 22 June 2023 for David Taylor's options, each extended to 30 June 2025 on 27 April 2023.

7.3. The Company entered into deeds of option grant with each of the option holders set out in paragraph 7.2 above. The key terms are as follows:

#### **Grant**

- (a) The number of Existing Options granted to each option holder is set out in paragraph 7.2 above, together with the date of grant (being the date of which the exercise period commences), the date to which the Existing Options are exercisable to and the exercise price (as amended by the Board where noted).
- (b) Insofar as the Existing Options have not been exercised in accordance with the deeds of option grant, the Existing Options shall lapse upon the earliest of:
  - (i) the final date of the exercise period (being the date set out under the 'Exercisable to' heading in the table at paragraph 7.2 above;
  - (ii) in the event of the option holder's death, the expiry of twelve months from the date of the option holder's death;
  - (iii) in the event that the option holder is in possession of relevant price sensitive information or is restricted from dealing pursuant to the provisions of the Model Code as set out in Chapter 16 of the Listing Rules of the London Stock Exchange and/or provisions of the Company's dealing code (if any) or by any other applicable law or regulation and is thereby precluded from exercising the Option or any part thereof immediately prior to the expiry of the exercise period (including when the Company is deemed to be in a 'close period' (as defined in the AIM Rules)), then the exercise period shall be deemed to be extended until the date which falls 10 business days (which for the purpose of this clause shall mean a date on which the London Stock Exchange is open for business) after the later of the date on which the option holder ceases to be an insider (as defined in the Criminal Justice Act 1993 and the Financial Services and Markets Act 2000) or the date on which the close period (as defined in the Model Code) ends, or the close period concludes, or the option holder is otherwise no longer prohibited.

#### **Exercise**

- (c) Exercise is by giving a written exercise notice to the directors of the Company specifying the number of shares over which the option holder wishes to exercise the Option and accompanied

by a cheque or bankers' draft for the aggregate exercise price of the Ordinary Shares in respect of which the Option is being exercised. Upon such exercise the Company shall issue to the option holder (or its nominee) the Ordinary Shares in respect of which the Option has been exercised within ten Business Days of receipt by the Company of the notice of exercise.

- (d) If an offer is made to all shareholders of the Company to acquire the whole or a majority of the issued Ordinary Shares, (other than those which are already owned by the offeror and/or any persons acting in concert with him) notice thereof shall be given by the Company to the option holder and the option holder (or as the case may be its representative(s) or nominee) shall at any time within three months of the offer be entitled to exercise the Option and such Option shall vest immediately notwithstanding the terms of the deed of grant provided that it is before the date upon which the Option lapses.
- (e) If a court of competent authority sanctions a compromise or arrangement proposed for the purpose of or in connection with a scheme for the reconstruction of the Company whose shares comprise the Ordinary Shares, or its amalgamation with any other company or companies, notice thereof shall be given by the Company to the option holder and the option holder (or as the case may be its representative(s) or nominee) shall at any time within two months of such compromise or arrangement being sanctioned by a court be entitled to exercise the Option (provided that it is before the date upon which the Option lapses. On the expiry of the said period of two months the Ordinary Shares in respect of which the Option remains unexercised will lapse immediately

### **Option Shares**

- (f) Ordinary Shares allotted and issued in satisfaction of the exercise of an Option shall on issue rank *pari passu* in all respects with the Company's existing Ordinary Shares save as regards any rights attaching by reference to a record date prior to the receipt of the relevant notice of exercise. The Company shall make application for the Ordinary Shares so issued on exercise of the Option to be admitted to trading on AIM with effect from the earliest practicable date after the date of issue and for listing of the Ordinary Shares on all other stock exchanges (if any) on which its other issued share capital is then listed with effect from the earliest possible date after the date of issue.
- (g) The Company shall procure that the directors of the Company shall be authorised to issue and allot sufficient shares free from statutory pre-emption rights, to satisfy the valid exercise of the Option granted under the deeds of grant.
- (h) The option holder indemnifies the Company against all and any liability of the Company to pay or account for any tax (including without limitation any PAYE or NICs but excluding Employer's NICs) arising as a result of or in connection with the grant, exercise or cancellation of the Existing Options.

### **Alterations in the share capital of the Company**

- (i) In the event of any issue of shares of whatever class or other security of the Company to shareholders by way of capitalisation of reserves or profits or any sub-division or consolidation or reduction of the share capital of the Company, the nominal amount and the number of Ordinary Shares then still subject to the Option (including any part of the Option exercised but in respect of which Ordinary Shares have not yet been allotted) and/or the exercise price per share under the Option shall be adjusted to such extent (if any) as the auditors for the time being of the Company certify in writing to the Company and the option holder to be in their opinion fair and reasonable in consequence of such event so as to ensure the option holder is no better or worse position than intended by the parties.
- (j) In the event of a pre-emptive issue by the Company of securities by way of rights of issue or other pre-emptive issue of shares (a "Share Issue") the Company shall give sufficient notice to the option holder of such Share Issue so as to enable the option holder to exercise such number of Existing Options as it so wishes in order that the option holder may participate in the Share Issue as a shareholder of the Company.

- (k) Any adjustments to the Existing Option made pursuant to paragraph 7.3(i) or 7.3(j) shall be notified to the option holder by the Company.

**Miscellaneous provisions**

- (l) The option holder may transfer or assign or create any charge or other security interest over the Existing Options with the prior written consent of the Company not to be unreasonably withheld or delayed. The option holder may surrender the Existing Options to the Company, whether or not for consideration.
- (m) So long as the Option remains exercisable in whole or in part:
- (i) if at any time an offer or invitation is made by the Company to the holders of Ordinary Shares for the purchase by the Company of any of its Ordinary Shares, the Company shall simultaneously give notice thereof to the option holder and the option holder shall be entitled, at any time whilst such offer or invitation is open for acceptance, to exercise its subscription rights so as to take effect as if it had exercised its rights immediately prior to the record date of such offer or invitation;
  - (ii) if at any time an offer is made to all holders of Ordinary Shares (or all holders of Ordinary Shares other than the offeror and/or any company controlled by the offeror and/or persons acting in concert with the offeror) to acquire the whole or any part of the issued share capital of the Company and the Company becomes aware that as a result of such offer the right to cast a majority of the votes which may ordinarily be cast on a poll at a general meeting of the Company has or will become vested in the offeror and/or such persons or companies as aforesaid, the Company shall give notice to the option holder within 10 Business Days of it becoming so aware, and the option holder shall be entitled, at any time whilst such offer is open for acceptance, to exercise its subscription rights so as to take effect as if it had exercised its rights immediately prior to the record date of such offer. Publication of a scheme of arrangement providing for the acquisition by any person of the whole or any part of the issued share capital of the Company shall be deemed to be the making of an offer for the purposes of this paragraph 7.3(m)(ii); and
  - (iii) if an order is made or an effective resolution is passed for winding up the Company (except for the purpose of reconstruction, amalgamation or merger on terms sanctioned by the option holder in which case the option holder shall be entitled to be granted by the reconstructed, amalgamated or merged company a substituted option of the value of the Option immediately prior to such reconstruction, amalgamation or merger), the option holder shall (if, in such winding up there would be a surplus available for distribution amongst the holders of Ordinary Shares) be treated as if immediately before the date of such order or resolution its subscription rights had been exercisable and had been exercised in full and shall accordingly be entitled to receive out of the assets available in the liquidation *pari passu* with the holders of the Ordinary Shares such a sum as it would have received had it exercised its subscription rights in full and become the holder of the Ordinary Shares to which it would have become entitled by virtue of such subscription after deducting a sum per share equal to the exercise price. Subject to the foregoing all subscription rights shall lapse on liquidation of the Company.

## 8. DIRECTORS

8.1. Details of the Directors and their functions in the Company are set out on at paragraph 9 of Part I of this document under the heading “Directors, Senior Management and Employees” and in paragraph 8.2 of this Part IX – *(Additional Information)*. Each of the Directors can be contacted at the current registered office of the Company at 35 Berkeley Square, London, England, W1J 5BF.

8.2. In addition to their directorships of the Company, the Directors are currently or have within the five years prior to the date of this document been directors and/or partners of the following companies and partnerships:

<i>Directors' full names and any former names</i>	<i>Current directorships and partnerships</i>	<i>Previous directorships and partnerships in the last five years</i>
Paul Anthony Barrett (Chief Executive Officer) Former names: N/A	Pathfinder Battery Commodities Ltd (UK) Southwind Holdings Limited (UK) Oilcraft Limited (UK) OK Energy Limited (UK) Southwind Corporation Barrett-SYBA SCI1 Rome Resources Ltd (UK) 1475033 BC Ltd Pathfinder Minerals Plc	OK Energy (North Sea) Limited E&P Power Limited (UK) Osprey Oil & Gas Limited (UK) Franklin Petroleum Limited Westgate Energy Limited Franklin Petroleum Canada Limited 45 Kingston Road Limited Malopolska Oil & Gas Company Sp.z.o.o
Mark Richard Gasson (Executive Chairman) Former names: N/A	Pathfinder Battery Commodities Ltd (UK) Rome Resources Ltd (BC, Canada) AJN Resources Inc (Canada) Pathfinder Minerals Plc Leading Edge 154 Gasson Consulting Targua Congo Sarlu Gecko Minerals Limited	Taruga Minerals Ltd (Australia) Panex Resources Inc
Marc Kay Mathenz (Non-Executive Director) Former names: N/A	MKM Tech Pte Ltd Pine Labs Limited	Incomlend Pte Ltd ICICI Merchant Services Merchant Solutions Ltd
Serge Nawej Tshitembu (Non-Executive Director) Former names: N/A	Papersoft III Africa Bravura Congo SA Rome Resources LTD Blue Panther Holdings Kisenge Metal Corporation Shawej Ltd Viasat Congo Bravura Mining Industries Nigeria Limited Danielle Infrastructure Development Proprietary Limited Bravura Mechanics Botswana Proprietary Limited Visionary Today Leaders Holdings Nawej Tshitembu Serge (Belgium)	Grid2Grid LLC Mongwalu Gold Mine VTL S&C Lda

<i>Directors' full names and any former names</i>	<i>Current directorships and partnerships</i>	<i>Previous directorships and partnerships in the last five years</i>
Edouard André Denis François Etienvre (Non-Executive Director) Former names: N/A	ADX Energy Ltd Ascent Resources Plc NGX Commodities Ltd. Danube Petroleum Limited Grekoil Energy Ventures Limited Kathari Energia Limited Manticore Resources Ventures Ltd Moonshot Ventures Ltd Four Trees Energy Limited Mkushi Resources Ltd Bull Petroleum Pty Ltd SCI Eglantine SCI Andrew SCI Edward's	FineGems Extraction Corporation NPK Investments Ltd Technipipe Solutions SAS Technipipe SASQuantum Minerals Ventures Ltd NWP Ventures Ltd Manta Oil Company Limited Manta E&P Investments Ltd Energies du Sud S.A.M. Jagoda Tourmaline Extraction Limited

### 8.3. **As at the date of this document, no Director:**

- (a) has any unspent convictions in relation to indictable offences;
- (b) has been declared bankrupt or been subject to any individual voluntary arrangement, or has had a receiver appointed to any asset of such Director;
- (c) has been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or which has entered into a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;
- (d) has been a partner in any partnership which has been placed in compulsory liquidation or administration or which has entered into a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- (e) has had any asset belonging to him placed in receivership or has been a partner in any partnership which had an asset placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- (f) has been the subject of any public criticism and/or investigation by any statutory or regulatory authority (including any recognised professional body); or
- (g) has ever been or is disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of any company.

## 9. DIRECTORS' SERVICE AGREEMENTS AND LETTERS OF APPOINTMENT

9.1. The following service agreements will be entered into on Admission between the Executive Directors and the Company:

(a) **Paul Barrett** (*Chief Executive Officer*)

A service agreement between the Company and Paul Barrett dated 25 July 2024, pursuant to which Paul Barrett is employed as Chief Executive Officer of the Company with effect from Admission and until terminated by either party giving the other not less than six months' prior notice in writing. In addition, the Company may terminate the appointment by written notice and without compensation if *inter alia* the director ceases to be eligible to work in the UK, is guilty of gross misconduct, commits any serious or repeated breach of the agreement, is negligent and incompetent in the performance of his duties, is declared bankrupt, is convicted of a criminal offence, breaches the Company's anti-corruption and bribery policy, is guilty of fraud or dishonesty

or is guilty of a serious breach of the rules or regulations of any regulatory authority relevant to the Company.

This new service agreement terminates Paul Barrett's existing service agreement with the Company dated 16 August 2023 with effect from Admission.

In the event of a change of control of the Company, the director shall be entitled to the sum equal to 12 months annual salary less tax or other statutory deductions within one month of his contract being terminated.

The Company will pay an annual salary of £130,000 (or such higher salary as the Board may from time to time notify to the director), inclusive of any director fees to which the executive may be entitled, subject to annual review.

Paul Barret is entitled to be paid a bonus of £50,000 within 30 days of Admission and an associated fundraise of at least £2,000,000 (gross proceeds), subject to the approval by the Enlarged Group's Remuneration Committee.

On Admission, Paul Barrett will be granted 121,796,615 warrants to subscribe for new Ordinary Shares at the Issue Price as Chief Executive Officer of the Enlarged Group.

Paul Barrett will be entitled to spend a maximum of 20 days per annum on work related to his personal (non-competing) business interests, provided that such work does not give rise to a conflict of interest or a conflict with any of his duties to the Company, or which might impact on the time that he is required to devote to his role with the Company.

(b) **Mark Richard Gasson** (*Executive Chairman*):

A service agreement between the Company and Mark Gasson dated 25 July 2024, pursuant to which Mark Gasson is employed as Executive Chairman of the Company with effect from Admission and until terminated by either party giving the other not less than six months' prior notice in writing. In addition, the Company may terminate the appointment by written notice and without compensation if *inter alia* the director ceases to be eligible to work in the UK, is guilty of gross misconduct, commits any serious or repeated breach of the agreement, is negligent and incompetent in the performance of his duties, is declared bankrupt, is convicted of a criminal offence, breaches the Company's anti-corruption and bribery policy, is guilty of fraud or dishonesty or is guilty of a serious beach of the rules or regulations of any regulatory authority relevant to the Company.

The service agreement terminates Mark Gasson's existing letter of appointment with the Company dated 24 May 2021 with effect from Admission.

In the event of a change of control of the Company, the director shall be entitled to the sum equal to 12 months annual salary less tax or other statutory deductions within one month of his contract being terminated.

The Company will pay an annual salary of £120,000, (or such higher salary as the Board may from time to time notify to the director), inclusive of any director fees to which the executive may be entitled, subject to annual review.

On Admission, Mark Gasson will be granted 121,796,615 warrants to subscribe for new Ordinary Shares at the Issue Price as Executive Chair of the Enlarged Group.

Mark Gasson will be entitled to spend a maximum of 20 days per annum on work related to his personal (non-competing) business interests, provided that such work does not give rise to a conflict of interest or a conflict with any of his duties to the Company, or which might impact on the time that he is required to devote to his role with the Company.

9.2. The following letters of appointment have been entered into by the Company and the new Non-Executive Directors:

(a) **Marc Kay Mathenz** (*Non-Executive Director*)

An appointment letter dated 25 July 2024 from the Company appointing Marc Kay Mathenz as Non-Executive Director of the Company with effect from Admission for a term of two years. Such appointment may be terminated by either party giving to the other not less than three months' written notice. In addition, the Company may terminate the appointment at any time with



immediate effect, if the director, *inter alia*, commits a material breach of his obligations under the letter, commits any serious or repeated breach of his obligations to the Company, is found guilty of any fraud or dishonesty, has been declared bankrupt, has been convicted of an arrestable criminal offence, is disqualified from acting as a director or does not comply with the Company's anti-corruption and bribery policy. Upon termination of the director's appointment, the director shall only be entitled to fees as may have accrued to the date of termination, together with reimbursement in the normal way of any expenses properly incurred before that date.

The Company will pay an annual non-executive director fee of £36,000, payable in equal instalments quarterly in arrears after deduction of any taxes and other amounts that are required by law, which shall be subject to a periodic review by the Board. The fee covers all duties, including service on any Board committee or Company subsidiary.

Marc Kay Mathenz is eligible to be granted warrants to subscribe for new Ordinary Shares at the Issue Price of the Enlarged Group. However, any such issuance will be subject to the final approval of the Enlarged Group's Remuneration Committee.

(b) **Serge Nawej Tshitembu** (*Non-Executive Director*)

An appointment letter dated 25 July 2024 from the Company appointing Serge Nawej Tshitembu as Non-Executive Director of the Company with effect from Admission for a term of two years. Such appointment may be terminated by either party giving to the other not less than three months' written notice. In addition, the Company may terminate the appointment at any time with immediate effect, if the director, *inter alia*, commits a material breach of his obligations under the letter, commits any serious or repeated breach of his obligations to the Company, is found guilty of any fraud or dishonesty, has been declared bankrupt, has been convicted of an arrestable criminal offence, is disqualified from acting as a director or does not comply with the Company's anti-corruption and bribery policy. Upon termination of the director's appointment, the director shall only be entitled to fees as may have accrued to the date of termination, together with reimbursement in the normal way of any expenses properly incurred before that date.

The Company will pay an annual non-executive director fee of £30,000, payable in equal instalments quarterly in arrears after deduction of any taxes and other amounts that are required by law, which shall be subject to a periodic review by the Board. The fee covers all duties, including service on any Board committee or Company subsidiary.

(c) **Edouard André Denis François Etienvre** (*Non-Executive Director*)

An appointment letter dated 26 June 2024 from the Company appointing Edouard André Denis François Etienvre as Non-Executive Director of the Company with effect from 26 June 2024 for a term of two years. Such appointment may be terminated by either party giving to the other not less than three months' written notice. In addition, the Company may terminate the appointment at any time in accordance with the Articles, if the director, *inter alia*, commits a material breach of his obligations under the letter, commits any serious or repeated breach of his obligations to the Company, is found guilty of any fraud or dishonesty, has been declared bankrupt, has been convicted of an arrestable criminal offence, is disqualified from acting as a director or does not comply with the Company's anti-corruption and bribery policy. Upon termination of the director's appointment, the director shall only be entitled to fees as may have accrued to the date of termination, together with reimbursement in the normal way of any expenses properly incurred before that date.

The Company will pay an annual non-executive director fee of £36,000, payable in equal instalments quarterly in arrears after deduction of any taxes and other amounts that are required by law, which shall be subject to a periodic review by the Board. The fee covers all duties, including service on any Board committee or Company subsidiary.

- 9.3. Save as set out in this paragraph 9, there are no existing or proposed service agreements, consultancy agreements or letters of appointment between any of the Directors and any member of the Group.
- 9.4. There are no arrangements under which any Director has agreed to waive future emoluments nor have there been any waivers of such emoluments during the financial year immediately preceding the date of this document.

9.5. The aggregate remuneration paid and benefits in kind granted to the Directors in the financial year ended 31 December 2023 was £233,000. It is estimated that, under the agreements in force at the date of this Document and to be entered into on Admission as set out in paragraph 9.2 above, the aggregate remuneration payable and benefits in kind to be granted to the Directors in the financial year ending 31 December 2024 will be approximately £262,000.

9.6. Pursuant to the Articles and subject to the Act, the Company indemnifies the Directors against any liability incurred by each such director in connection with any negligence, default, breach of duty or breach of trust in relation to the Group, or with the activities of the Group in its capacity as a trustee of an occupational pension scheme, or any other liability incurred by each such director as an officer of the Company or a member of the Group.

## 10. SHAREHOLDINGS AND OTHER INTERESTS OF DIRECTORS

10.1. The interests (all of which are beneficial, unless otherwise stated) of each Director (including, so far as is known to the Directors having made appropriate enquiries, the interests of any persons connected with the Directors within the meaning of section 252 of the Act) and senior manager in the issued share capital of the Company are as follows:

Name	As at the date of this document		No. of Placing Shares	As at Admission		
	No. of Existing Ordinary Shares	% of Existing Share Capital		No. of Consideration Shares	Total No. of new Ordinary Shares	% of Enlarged Share Capital
Paul Barrett	Nil	0	Nil	Nil	Nil	0
Mark Gasson	Nil	0	Nil	401,351,600	401,351,600	8.24
Marc Mathenz	92,000,000	8.70	Nil	Nil	92,000,000	1.89
Serge Tshitembu	Nil	0	Nil	Nil	Nil	0
Edouard Etienvre	Nil	0	Nil	Nil	Nil	0
Philip Knowles	Nil	0	Nil	Nil	Nil	0

10.2. On Admission, the Directors will have:

(a) the following Existing Options and Replacement Options:

Director	Number of Options to acquire new Ordinary Shares	Exercise Price	Date of Grant	Exercisable from	Exercisable to
	Existing Options:				
	5,000,000	£0.0050	1 September 2023	1 September 2023	31 August 2026
	Existing Options:				
Mark Gasson	6,000,000	£0.0075*	9 June 2021	9 June 2021	30 June 2025**
	Existing Options:				
	9,770,000				
	Replacement Options:	£0.02	Admission	9 February 2023	9 February 2026
Marc Mathenz	Nil	N/A	N/A	N/A	N/A
Serge Tshitembu	4,885,000	£0.02	Admission	6 November 2023	6 November 2026
	Replacement Options:				
Edouard Etienvre	Nil	N/A	N/A	N/A	N/A

\* Original exercise price of £0.0125 revised to £0.0075 on 27 April 2023.

\*\* Original expiry date of 8 June 2023 extended to 30 June 2025 on 27 April 2023.

(b) the following Existing Warrants, Replacement Warrants and Director Warrants:

<i>Director</i>	<i>Number of Warrants to acquire new Ordinary Shares</i>	<i>Exercise Price</i>	<i>Date of Grant</i>	<i>Exercisable from</i>	<i>Exercisable to</i>
Paul Barret	121,796,615 Director Warrants	Issue Price	Admission	Admission	5 years from Admission
Mark Gasson	9,770,000 Replacement Warrants:	CA\$0.01535	Admission	Admission	9 June 2025
	9,770,000 Replacement Warrants	CA\$0.01279	Admission	Admission	18 November 2025
	121,796,615 Director Warrants	Issue Price	Admission	Admission	5 years from Admission
Marc Mathenz	18,500,000 Existing Warrants	£0.0045	22 December 2023	Admission	2 years from Admission
Serge Tshitembu	34,090,743 Director Warrants	Issue Price	Admission	Admission	5 years from Admission
Edouard Etienvre	Nil	N/A	N/A	N/A	N/A

- 10.3. Save as disclosed in this paragraph 10, no Director or senior manager has any interest (whether beneficial or non-beneficial) in the share or loan capital of the Company or any member of the Group nor (so far as is known to the Directors having made appropriate enquiries) does any person connected with any of the Directors within the meaning of section 252 of the Companies Act have any such interest (whether beneficial or non-beneficial).
- 10.4. None of the Directors nor (so far as is known to the Directors having made appropriate enquiries) any person connected with any of the Directors within the meaning of section 252 of the Companies Act holds a related financial product (as defined in the AIM Rules) referenced to the Ordinary Shares.
- 10.5. No Director with an interest in the Company's issued share capital or voting rights has voting rights which are different from other Shareholders.
- 10.6. There are no outstanding loans or guarantees granted or provided by the Company or any other member of the Group to or for the benefit of any of the Directors.
- 10.7. Save as disclosed in this document, no Director has or has had any interest, whether direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- 10.8. Save as disclosed in this document, no Director has or has had any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Group taken as a whole and which was effected by the Company or any other member of the Group during the current or immediately preceding financial year or which was effected by the Company or any other member of the Group during any earlier financial year and remains in any respect outstanding or unperformed.
- 10.9. Save as disclosed in this document, no Director has any conflict of interest (or potential conflict of interest) between any of the duties owed by him or her to the Company and his or her private interests or any duties owed by him or her to third parties.
- 10.10. Details of any restrictions agreed by the Directors with regard to the disposal of their holdings in the Company's securities are set out in paragraph 12.6 of this Part IX – *(Additional Information)*.

## 11. MAJOR SHAREHOLDERS

- 11.1. In addition to the interests of the Directors and Senior Managers disclosed in paragraph 10 of this Part IX – (*Additional Information*), the Directors are aware of the following persons who are as at the date of this document or are expected to on Admission, directly or indirectly interested in 3 per cent. or more of the Company's issued share capital or voting rights:

	<i>As at the date of this document</i>		<i>Immediately following Admission</i>	
	<i>No. of Existing Ordinary Shares</i>	<i>% of Existing Share Capital</i>	<i>No. of new Ordinary Shares</i>	<i>% of Enlarged Share Capital</i>
Marc Kay Mathenz	92,000,000	8.70	92,000,000	1.89
R S & C A Jennings & related party				
Catalyse Capital Ltd	80,724,175	7.63	80,724,175	1.66
Finian O'Sullivan	52,000,000	4.92	112,000,000	2.30
Adam Dziubinski	45,950,000	4.35	62,616,666	1.29
Andreas Reitmeier*	26,000,000	2.46	490,075,000	10.06
Klaus Eckhof	Nil	Nil	475,724,500	9.40
Mark Gasson	Nil	Nil	401,351,600	8.24

\* In addition, immediately following Admission, Manuela Reitmeier and Philip Reitmeier will be interested in 39,080,000 and 977,000 Ordinary Shares respectively. Accordingly, Andreas Reitmeier, Manuela Reitmeier and Philip Reitmeier, who are connected by virtue of their family relationship, will in aggregate hold 530,132,000 Ordinary Shares on Admission representing approximately 10.88 per cent. of the Enlarged Share Capital.

- 11.2. None of the persons interested, directly or indirectly, in three per cent., or more of the Company's issued share capital or voting rights has voting rights which are different from other holders of Ordinary Shares.
- 11.3. There are no loans made or guarantees granted or provided by any member of the Group to or for the benefit of any Director or senior manager.
- 11.4. No Director or senior manager is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of the Group or the Enlarged Group and which was effected by the Company or any of its subsidiaries during the current or immediately preceding financial year or which was effected by the Company or any of its subsidiaries during any earlier financial year and remains in any respect outstanding or unperformed.
- 11.5. Save as disclosed in this document (and in particular, please note the concert party arrangement described in paragraph 18 of Part I (*Letter from the Non-Executive Director of Pathfinder Minerals PLC*) of this document,) the Company is not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.
- 11.6. So far as the Directors are aware, there are no arrangements in place, the operation of which may at a later date result in a change of control of the Company.

## 12. MATERIAL CONTRACTS

### 12.1. Introduction

This paragraph 12 contains summaries of:

- (a) all material subsisting agreements which are included within, or which relate to, the assets and liabilities of the Group or the Rome Resources Group; and
- (b) any contracts (not being contracts entered into in the ordinary course of business):
  - (i) which have been entered into by any member of the Group or the Rome Resources Group in the two years immediately preceding the date of this document and are or may be material; or
  - (ii) which have been entered into by any member of the Group or the Rome Resources Group and contain provisions under which any member of the Group or the Rome Resources Group has any obligation or entitlement which is material to the Group or the Rome Resources Group as at the date of this document.

## 12.2. **Placing Agreement**

On 7 July 2024, the Company entered into a placing agreement with Allenby Capital, the Directors and Oak Securities setting out the terms of the proposed placing by the Company of Ordinary Shares in connection with Admission (the “**Placing Agreement**”).

Under the terms of the Placing Agreement, the Company and the Directors give certain customary warranties to Allenby Capital and Oak Securities. The Company and the Directors also give certain customary undertakings for the benefit of Allenby Capital and Oak Securities, and the Company gives an indemnity for the benefit of Allenby Capital and Oak Securities in connection with Admission and other matters relating to the Group and its affairs.

Allenby Capital and Oak Securities may terminate the Placing Agreement in certain specified circumstances prior to Admission, principally if there are any breaches of warranty or breach of any provision of the Placing Agreement, an inability of the Company to comply with any of its obligations under any of the Placing documents or in the event of an occurrence which is (or will be if it occurs) likely to materially and prejudicially affect the financial position and prospects or business of the Company. The liability of the Directors in respect of a breach of the warranties given in the Placing Agreement is limited in time and amount.

The Placing Agreement is subject to the satisfaction or waiver of a number of conditions, including Admission. Such conditions must be satisfied (or, where possible, waived) by 26 July 2024 (or such later date as the Company and Allenby Capital (acting on behalf of itself and Oak Securities) may agree, but in any event not later than 9 August 2024).

## 12.3. **Nominated Adviser and Broker Agreement**

On 7 July 2024, the Company, the Existing Directors and the New Directors entered into a revised agreement with Allenby Capital pursuant to which the Company appointed Allenby Capital to act as nominated adviser to the Company and to provide brokerage services, for the purposes of the AIM Rules, for a minimum period of 24 months. The agreement is terminable by either the Company or Allenby Capital giving not less than 3 months’ prior written notice. Under the agreement, the Company has agreed to pay Allenby Capital an annual fee for its services.

The nominated adviser and broker agreement contains certain customary undertakings and warranties given by the Company, the Existing Directors and the New Directors to Allenby Capital and a customary indemnity given by the Company to Allenby Capital in respect of liabilities arising out of or in connection with their appointment.

## 12.4. **Oak Securities Engagement Letter**

The Company has appointed Oak Securities as its joint broker (together with Allenby Capital) in relation to the Placing and co-financial adviser on an ongoing basis pursuant to an engagement letter dated 7 May 2024. The engagement is for a fixed period of 12 months following which either Oak Securities or the Company may terminate the engagement by giving not less than one month’s prior written notice.

The Company has agreed to pay Oak Securities an annual broker fee from the date of Admission in connection with its ongoing broking services. The payment of the annual broker fee for the first year of the engagement will be satisfied by the Company issuing to Oak Securities Ordinary Shares at the Issue Price pursuant to the Placing. Thereafter, the annual broker fee will be payable in cash in advance on a quarterly basis. In connection with the Placing, the Company has agreed to pay Oak Securities a broker cash commission and to grant Oak Securities warrants to subscribe for 6 per cent. of the gross amount of total funds raised in the Placing (excluding investment made by investors introduced by JCM or existing shareholder and directors of the Company). Oak Securities has agreed to cornerstone the Placing. Should the partners of Oak Securities invest part of their cornerstone investment prior to the Placing, the Company has agreed to pay Oak Securities an additional broker cash commission and to grant Oak Securities further warrants to subscribe for 10 per cent. of the gross amount of the early investment, exercisable for 5 years at the Issue Price.

Under the letter of engagement, the Company has given certain customary undertakings and indemnities to Oak Securities in connection with its engagement.

#### 12.5. **Allenby Capital Engagement Letter**

The Company has appointed Allenby Capital as its lead financial adviser, nominated adviser and broker in relation to the Acquisition and the Placing pursuant to an engagement letter dated 29 November 2023 (as amended on 16 May 2024 and 19 June 2024). Following Admission, Allenby Capital will continue to act as the Company's nominated adviser, financial adviser and broker for which the Company has agreed to pay Allenby Capital an annual retainer.

#### 12.6. **Rule 7 Lock-In Agreement**

The Locked-in Shareholders (comprising the Directors and other shareholders), who together hold Ordinary Shares representing (immediately following Admission) approximately 21.01 per cent. of the Enlarged Share Capital have entered into a lock-in and orderly market agreement with the Company and Allenby Capital pursuant to which they have undertaken that, in accordance with Rule 7 of the AIM Rules, subject to limited exceptions, they will not dispose of Ordinary Shares held by them during the period of 12 months from Admission. The limited exceptions are a disposal following the death of a Locked-in Shareholder to his personal representatives, an intervening court order and the acceptance of a takeover offer for the Company or the execution of an irrevocable undertaking to accept such offer. In addition, the Locked-In Shareholders, have each agreed with Allenby Capital and the Company only to dispose of Ordinary Shares held by them for a further period of twelve months from the expiry of the Lock-in Period in accordance with certain orderly market principles.

#### 12.7. **Relationship Agreement**

Jub Capital Management LLP ("**JCM**"), which is controlled by Mr Dziubinski, has introduced investors to the Company and the Placing, pursuant to the engagement letter with the Company described at paragraph 12.14 of Part IX of this document. Beyond those activities outlined in paragraph 12.14 of Part IX of this document, there are no other activities performed by Mr Dziubinski (or persons associated with or controlled by Mr Dziubinski, including without limitation JCM) (together, "**AD Parties**") outside of the Company which are significant with respect to the Company.

Other than in their capacity as shareholders exercising the voting rights attaching to their Ordinary Shares, none of the AD Parties have, or will following Admission have, any right or capacity to influence the management, operation or control of the Enlarged Group. Neither AD nor any of the AD Parties is acting or will act as a "shadow director" of the Enlarged Group.

The Company has entered into a relationship agreement with JCM, Mr Dziubinski and Allenby Capital, pursuant to which the Company, JCM and Mr Dziubinski agreed certain matters, including but not limited to undertakings from JCM and Mr Dziubinski to ensure (and to procure that their respective associates ensure) (i) that the Company will be capable at all times of carrying on its business independently of the influence from Mr Dziubinski and JCM and their associates; (ii) that neither Mr Dziubinski nor JCM nor any of their associates will have any role, involvement or engagement in the management, operation or control of the Company; (iii) other than in their capacity as shareholders exercising the voting rights attaching to their Ordinary Shares, neither JCM nor Mr Dziubinski nor any of their associates will have any right or capacity to influence the management, operation or control of the Company; (iv) no new transactions, agreements or arrangements will be entered into between the Company and JCM and/or Mr Dziubinski and/or any of their associates for the provision to the Company of any services with the exception of those outlined in the advisory agreement (see paragraph 12.14 of Part IX of this document) for a minimum period of two years from Admission; and (v) following the expiry of such two year period, no such transactions, agreements or arrangements will be entered into between the Company and JCM and/or Mr Dziubinski and/or any of their associates (with the exception of those outlined in the advisory agreement, as referenced above), unless the Company is satisfied that neither JCM nor Mr Dziubinski nor any of their associates would thereby derive any right or capacity to influence the management, operation or control of the Company.

#### 12.8. **Arrangement Agreement**

On 7 May 2024, the Company entered into the Arrangement Agreement with BC Subco and Rome Resources, as amended, pursuant to which the parties have proposed a statutory plan of



arrangement under the provisions of section 288 of the Business Corporations Act (“**Plan of Arrangement**”) involving, among other things, the acquisition by BC Subco of all of the outstanding common shares of Rome Resources (“**Rome Shares**”). In accordance with the Plan of Arrangement, Rome Resources will become a wholly-owned subsidiary of the Company and will subsequently amalgamate with BC Subco.

Pursuant to the Arrangement Agreement:

- (a) BC Subco has agreed to acquire each Rome Share outstanding immediately prior to the effective time of the Plan of Arrangement, being 12.01 a.m. (Vancouver Time) on the date upon which all of the conditions to completion of the Arrangement Agreement have been satisfied or waived (the “**Effective Time**”) in exchange for 19.54 (the “**Exchange Ratio**”) Ordinary Shares of the Company other than (i) Rome Shares held by shareholders of Rome Resources who validly exercise dissent rights; and (ii) Rome Shares held by BC Subco or the Company, if any;
- (b) each stock option of Rome Resources outstanding immediately prior to the Effective Time (each, a “**Rome Option**”), whether vested or unvested, will be transferred to the Company by the holder thereof in exchange for an option (each a “**Replacement Option**”) to subscribe for such number of Ordinary Shares of the Company (rounded down to the nearest whole number) equal to: (A) the Exchange Ratio, multiplied by (B) the number of Rome Shares subject to such Rome Option immediately prior to the Effective Time, at an exercise price per Ordinary Share in the Company (rounded up to the nearest whole cent) equal to (M) the exercise price per Rome Share otherwise purchasable pursuant to such Rome Option immediately prior to the Effective Time, divided by (N) the Exchange Ratio; and
- (c) each share purchase warrant of Rome Resources outstanding immediately prior to the Effective Time (each, a “**Rome Warrant**”) will be deemed to have been amended so that the holder thereof will receive upon the exercise of such Rome Warrant, the number of Ordinary Shares in the Company equal to the number of Rome Shares subject to such Rome Warrant immediately prior to the Effective Time multiplied by the Exchange Ratio (“**Replacement Warrants**”).

The implementation of the Plan of Arrangement is subject to a number of conditions being satisfied or waived by Rome Resources or the Company and BC Subco, as applicable, at or prior to the Effective Date, including:

- (a) approval by the shareholders of Rome Resources having been obtained at the Rome Meeting;
- (b) approval by the shareholder of the Company having been obtained at a general meeting of the Company;
- (c) an interim order of the Court having been obtained pursuant to section 291 of the Business Corporations Act, providing for, among other things, the calling and holding of the Rome Meeting;
- (d) a final order of the Court having been obtained pursuant to section 291 of the Business Corporations Act, approving the Plan of Arrangement, following a hearing upon the procedural and substantive fairness of the terms and conditions of the Plan of Arrangement;
- (e) the necessary conditional approvals of the TSX-V to the Plan of Arrangement and the delisting of the Rome Shares having been obtained;
- (f) Admission having occurred;
- (g) the Consideration Shares, Replacement Options, Replacement Warrants and the underlying Ordinary Shares of the Company to be issued pursuant to the Plan of Arrangement being exempt from the registration requirements of the U.S. Securities Act of 1933;
- (h) all legislative consents, authorisations or clearances which are required by any governmental authority in relation to the transactions contemplated by the Arrangement Agreement having been obtained; and
- (i) the Arrangement Agreement not having been terminated in accordance with its terms.

Rome Resources is required to pay to BC Subco a maximum of CA\$500,000 in the event the Arrangement Agreement is terminated by (i) any party if the Rome Resources shareholders do not approve the Plan of Arrangement, (ii) the Company or BC Subco if Rome Resources breaches a

representation or warranty, or fails to perform a covenant, (iii) Rome Resources if it accepts a “**Superior Proposal**” (being an unsolicited *bona fide* written proposal for the acquisition of Rome Resources made after the date of the Arrangement Agreement to acquire all of the outstanding Rome Shares or all or substantially all of the assets of Rome Resources and which the board of Rome Resources determines in good faith would be in the best interests of Rome Resources and its shareholders and is more favourable to the shareholders of Rome Resources from a financial point of view than the Plan of Arrangement); or (iv) any party if the board of directors of Rome Resources authorises Rome Resources to enter into a written agreement with respect to a Superior Proposal.

The Company is required to pay Rome Resources a maximum of CA\$500,000 in the event the Arrangement Agreement is terminated by (i) any party if the Company’s shareholders do not approve the transaction, (ii) Rome Resources if the Company or BC Subco breaches a representation or warranty, or fails to perform a covenant or (iii) if the board of directors of the Company authorises the Company to enter into a written agreement with respect to a Superior Proposal.

#### 12.9. **Depositary Agreement**

On 21 June 2024, the Company and the Target entered into an agreement with Computershare Investor Services Inc. pursuant to which the Company and the Target engaged Computershare Investor Services Inc. to act as depositary in connection with the Plan of Arrangement. The agreement is terminable by any party to the agreement for any reason whatsoever upon thirty (30) days’ written notice to the other parties or such other shorter period as the parties may agree to in writing. Under the agreement, the Company and the Target have agreed to pay Computershare Investor Services Inc. an inclusive fixed services fee together with fees for certain event services and out of pocket expenses.

#### 12.10. **Agreements regarding the disposal of IMM and the Mozambique Claim**

##### (a) **IMM Option Agreement**

In September 2022, the Company entered into an option agreement (the “**IMM Option Agreement**”) with Acumen, an asset recovery specialist incorporated in Delaware, USA, with a track record of international claim enforcement, under which the Company granted Acumen an exclusive option to acquire IMM and therefore the rights to bring the potential claim against the Government of Mozambique under the Mozambique – United Kingdom Bilateral Investment Treaty (2004) (the “**Mozambique Claim**”) for its role in facilitating the expropriation of the Mining Concession Licences 760C (Naburi) and 4623C (Moebase) which were held by IMM’s wholly owned subsidiary, Companhia Mineira de Naburi S.A.R.L. (“**CMDN**”), but were subsequently amalgamated into one Mining Concession Licence 4623C (the “**Mozambique Licence**”) after they had been expropriated from CMDN to another Mozambique company controlled by the Company’s former local partners (the “**IMM Option**”).

On 1 February 2023, the Company announced that Acumen had sought to exercise its rights under the IMM Option Agreement and, at a general meeting of shareholders of the Company held on 11 May 2023, shareholders voted to approve the disposal of IMM and therefore the Mozambique Claim.

##### (b) **IMM Share Purchase Agreement**

The Company, as seller, entered into a share purchase agreement with Acumen, as buyer, dated 28 July 2023, as amended by a deed of variation dated 7 November 2023 and as amended and assigned by a deed of variation and assignment dated 25 January 2024, (“**IMM Share Purchase Agreement**”), pursuant to which Acumen acquired all of the issued and outstanding share capital, being 2,430,183 ordinary shares of £0.01 each, of IMM (the “**IMM Sale Shares**”), for consideration of £1,000,000.

Acumen confirmed to the Company that it has secured funding for at least US\$15,000,000 to fund the Mozambique Claim.

Acumen undertakes to the Company that it will (i) instruct lawyers to commence legal proceedings and issue a claim in respect of the Mozambique Claim within 5 months of completion of the sale and purchase of the IMM Sale Shares in accordance with the IMM Share Purchase Agreement, and no later than 18 January 2024, submitting such claim to the International Centre for the Settlement of Investment Dispute for settlement by conciliation or arbitration in accordance with article 8(1) of the agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the Republic of Mozambique for the promotion and protection of investments: Maputo, 18 March 2024 (Treaty Series No.15 (2007)); (ii) use its best endeavours to settle and / or finalise the Mozambique Claim on or before the fifth anniversary of the date falling two business days from satisfaction of the condition for the shareholders of the Company passing an ordinary resolution to approve the sale and purchase of the IMM Sale Shares (the “**Long Stop Date**”); and (iii) keep the Company informed of material developments in respect of the Mozambique Claim providing a report on it at least every three months from completion and promptly respond to any queries by the Company in respect of the same and provide any associated supporting documentation and information.

Acumen provides various undertakings and covenants to the Company including that it shall, *inter alia*, not sell, transfer or otherwise dispose of any rights in the IMM Sale Shares or the Mozambique Claim, remove Peter Taylor as a director of IMM, increase IMM’s share capital or allow a change of control of IMM including any changes to its board of directors.

The Company agreed to release Acumen from the undertakings and covenants described in the above paragraph on the date falling 10 business days from the receipt by Acumen and/or IMM of all monies due as a result of the Mozambique Claim being settled by negotiation with the Government of Mozambique from which there are no further rights to bring or progress the Mozambique Claim or determined with an award made by the International Centre for the Settlement of Investment Disputes following a claim served in respect of the Mozambique Claim (“**Finalised**”), in consideration for which Acumen agreed to pay the Company such amount of deferred consideration as set out in the table below (“**Deferred Consideration**”) on such date, with the release by the Company being conditional on such payment by Acumen:

<i>Amount for which Mozambique Claim Finalised (US\$m)</i>	<i>Percentage of Net Recoveries (being the aggregate amount including all deferred or conditional payments payable on settlement or determination of the Mozambique Claim less all reasonable costs and expenses properly incurred in respect the Mozambique Claim as evidenced by Acumen to the Company in its reasonable satisfaction) to be paid to the Company</i>
0-10 million	40.0%
10 million – 20 million	37.5%
20 million – 30 million	35.0%
30 million – 40 million	32.5%
40 million – 50 million	30.0%
50 million – 70 million	27.5%
70 million – 120 million	25.0%
>120 million	22.5%

In the event that Acumen and/or IMM receive monies due in respect of the Mozambique Claim in multiple payments Acumen shall, within 10 working days of such receipt, pay the Company the percentage resulting from dividing the Deferred Consideration by the aggregate amount including all deferred or conditional payments payable on settlement or determination of the Mozambique Claim from each payment received until the amount of the Deferred Consideration due to the Company has been fully satisfied provided that all payments in respect of the Deferred Consideration shall be paid to the Company in any event on or before the Long Stop Date.

If the Mozambique Claim has not been Finalised by the Long Stop Date, the Company may by notice in writing to Acumen served within two months of the Long Stop Date require Acumen to sell the IMM Sale Shares to the Company for an aggregate amount of £1.00.

The Deferred Consideration to be made to the Company shall be made as follows: (i) as to an aggregate of 10 per cent. of the total Deferred Consideration, to each of Dennis Vernon Edmonds, Peter Taylor and David Taylor, their heirs or assigns, in the respective proportions of 3 per cent., 6 per cent. and 1 per cent. (further details of the bonus award letter agreements entered into between the Company and each such party in respect of the payment of funding received by the Company from *inter alia* the sale of IMM, are set out at paragraph 12.10(c) below); and (ii) as to the balance of the total Deferred Consideration, to the Company.

The Company gives usual general and tax warranties including with respect to, *inter alia*, having the power to sell the IMM Sale Shares, being solvent and no litigation or other proceedings being threatened or pending by or against the Company other than the Mozambique Claim.

By virtue of the deed of variation and assignment dated 25 January 2024 and entered into between (1) the Company; (2) Acumen; and (3) Luangwa Resources LLC ("**Luangwa**"): (i) the Company consented to the transfer by Acumen of all of the IMM Sale Shares to Luangwa, not to be executed until the earlier of the date on which the Mozambique Claim is filed or 26 January 2024 (the "**IMM Transfer Date**"); (ii) the Company consented to the assignment and Acumen assigned all of its rights, title, interest, and benefit in and to the IMM Share Purchase Agreement with effect from the IMM Transfer Date; (iii) Luangwa agreed to perform all of Acumen's obligations under the IMM Share Purchase Agreement from the IMM Transfer Date; and (iv) Acumen guaranteed to the Company the due and punctual performance of all present and future obligations of Luangwa under the IMM Share Purchase Agreement if and when they become performable in accordance with the terms of the IMM Share Purchase Agreement.

(c) **Award agreements with former officers in connection with financing the Mozambique Claim**

The Company entered into three bonus award letters, each dated 16 August 2022, with each of (a) David Taylor (former company secretary of the Company), (b) Dennis Edmonds (a former director of the Company); and (c) Peter Taylor (a former director of the Company) (the "**Recipients**"), for the purposes of incentivising the Recipients to secure sufficient litigation finance or other means of assistance in order to be able to proceed with the Mozambique Claim with the objective of either reclaiming ownership of the Mozambique Licence or compensation for its loss or a combination of both, or a divestment of IMM or diplomatic solution to the dispute or resolution through some other means (the "**Project**").

Pursuant to the bonus award letters the Company agreed to pay each of David Taylor, Dennis Edmonds and Peter Taylor a bonus equal to 1 per cent., 3 per cent. and 6 per cent. (respectively) of the cash (or cash equivalent) of any funding received by the Company in connection with the Mozambique Claim, including any funding received by way of debt finance, the sale of IMM or any award or settlement in respect of the dispute, during the period of 5 years from the date of the bonus award letters.

The Company has agreed to indemnify each Recipient against all losses, claims, damages or liabilities which the Company or the Recipient incurs as a direct result of the Projects.

12.11. **Agreements entered into in respect of the Bisie North Permit (PEPM 13274)**

(a) **MRDC JV Agreement**

MRDC and IDI are parties to a joint venture agreement dated 11 January 2022, as amended by an amendment agreement dated 27 October 2022 ("**MRDC JV Agreement**"), pursuant to which *inter alia* the parties (i) established a contractual joint venture in respect of the Bisie North Permit, (ii) agreed to set up a new joint venture company (Kalayi Tin SARL) and (iii) agreed that IDI would transfer the Bisie North Permit to Kalayi Tin SARL. MRDC paid a total of US\$180,000 to IDI to acquire a 72.5 per cent. beneficial interest in the joint venture and covenanted to manage exploration and fund expenditure to determine the viability of a mining operation on the Bisie North Permit through to completion of a feasibility study.

Each party gave warranties and representations to the other and agreed to indemnify and keep indemnified the other against all loss, damage and costs suffered by that other party by reason of the warranties and representation given proving to be false, misleading or incorrect.

At any time within three years of January 2022, MRDC may elect by written notice to IDI to acquire from IDI, 7.5 per cent. of IDI's interest in Kalayi Tin SARL for a total of US\$2,000,000 payable within 30 days of giving such notice and, after exercise of such an election, the interests in Kalayi Tin SARL will be held by IDI 20 per cent. and by MRDC 80 per cent.

The parties agree that their respective interests will be reduced *pro rata* by any interest required by the DRC Government (or any nominee thereof).

The parties agree to put in place a shareholders' agreement and articles of association in respect of Kalayi Tin SARL taking into account certain key principles.

The MRDC JV Agreement may be terminated by (i) MRDC at any time by giving written notice to IDI stating the reason for the withdrawal from the joint venture and (ii) IDI giving written notice to MRDC if (A) MRDC has breached the MRDC JV Agreement, and such breach is likely to lead to the forfeiture of the Bisie North Permit and MRDC has not remedied such breach within 90 days or (B) MRDC fails to complete a feasibility study within four years or within six years if the feasibility study has commenced but has not completed within the initial four year period.

If the MRDC JV Agreement is terminated (i) MRDC must, subject to obtaining any required government approvals, transfer its shares in Kalayi Tin SARL to IDI and IDI must pay CDF 1,000 for such shares; (ii) any expenditure loan from MRDC will be assigned to an entity nominated by IDI for CDF 500; (iii) MRDC will transfer all mining information to IDI; and (iv) except for prior breaches, the parties will have no further right, interest or obligation under the agreement.

(b) **MRDC Option Agreement**

On 15 August 2022, the Target entered into an option agreement with MRDC and Reitmeier as amended by an option amendment agreement dated 6 June 2023, ("**MRDC Option Agreement**"), pursuant to which the Target acquired the sole and exclusive right and option to acquire up to a 71 per cent. undivided interest in the common shares of MRDC ("**MRDC Shares**"), which would give the Target up to a 51.475 per cent. indirect interest in the Bisie North Permit (in which, pursuant to the terms of the MRDC JV Agreement, MRDC holds a 72.5 per cent. beneficial interest and IDI holds a 27.5 per cent. beneficial interest).

The Target acquired an initial 30 per cent. undivided interest in the MRDC Shares by issuing 3,000,000 common shares in the capital of the Target to each of Reitmeier, Klaus Eckhof and Mark Gasson and spending CA\$250,000 on exploration and development on the Bisie North Permit on or before 31 January 2023. The Target acquired a further 41 per cent. undivided interest in the MRDC Shares (taking the Target's total interest in MRDC to 71 per cent., being a total indirect interest in the Bisie North Permit of 51.475 per cent.) by issuing 10,000,000 common shares in the capital of the Target to each of Reitmeier, Klaus Eckhof and Mark Gasson and spending CA\$1,750,000 on the Bisie North Permit.

The interests held by the Target, MRDC and IDI in the Bisie North Permit are subject to any interest obtained by the DRC Government. Any interest obtained by the DRC Government at the exploitation stage shall dilute, *pro rata*, the interests of the Target, MRDC and IDI.

The Target is required to advance funds to MRDC to pay 100 per cent. of all costs in respect of exploration and development expenditures on the Bisie North Permit.

MRDC covenants that it will, subject to the Target advancing the necessary funds, (i) take all reasonable steps to ensure that (A) MRDC's obligations under the MRDC JV Agreement are met and (B) IDI is not in breach of its obligations under the MRDC JV Agreement; and (ii) ensure that MRDC does not, except as permitted under the MRDC Option Agreement or with the consent of the Target, enter into any material contract or commitment, or create any material indebtedness other than those incurred in the usual and ordinary course of business. Reitmeier covenants that it will not sell, option, create or permit the creation of any encumbrance over the MRDC Shares.



The MRDC Option Agreement subsists until terminated by (i) the Target giving sixty days written notice to Reitmeier and MRDC; or (ii) Reitmeier if the Target is in default of any provision of the MRDC Option Agreement but only if (A) Reitmeier has given notice to the Target of the default and (B) the Target has not remedied such default within 30 days of receiving such notice.

If the MRDC Option Agreement is terminated (i) the Target shall leave in good standing for a period of at 6 months those mineral claims comprising the property at the Bisie North Permit and be liable for any environmental, social or other liabilities related to the activity constituting responsible stewardship on such property; and (ii) Reitmeier will have the right for a 60-day period from termination to require the Target to transfer its MRDC Shares to Reitmeier for nominal consideration.

(c) **MRDC 19 per cent. Option Agreement**

Effective 15 May 2024, the Target entered into a term sheet with Reitmeier, MRDC and the Company, as consented to by CoTin, Palm, Kalayi Tin SARL and Mr Wathuma (“**MRDC 19 per cent. Option Agreement**”) pursuant to which Reitmeier and MRDC granted the Target the sole and exclusive right and option to acquire a 19 per cent. interest in MRDC from Reitmeier (the “**MRDC 19 per cent. Option**”). The Target may exercise the MRDC 19 per cent. Option by paying on or before 31 January 2026 (i) US\$500,000 to Reitmeier or his nominee; (ii) US\$175,000 to Reitmeier or his nominee in partial repayment of the US\$350,000 loan made by Reitmeier to MRDC, as assumed by the Target (further details of which are set out in paragraph 12.13(d) below); and (iii) CA\$7,080,000 to Reitmeier or his nominee. Upon payment of the foregoing amounts, Reitmeier will transfer a 19 per cent. interest in MRDC to the Target, free and clear of any encumbrance, lien or charge, whereupon Reitmeier’s interest in MRDC will decrease from 29 per cent. to 10 per cent. and the Target’s interest in MRDC will increase from 71 per cent. to 90 per cent.

The MRDC 19 per cent. Option Agreement also provides that, subject to receipt of disinterested Target shareholder approval at the special meeting of the Target, closing of the Acquisition and delisting of the Rome Shares from the TSX-V, the Company shall be entitled to request a transfer and assignment of the MRDC 19 per cent. Option from the Target for consideration of CA\$1. If the Acquisition does not close on or before 31 July 2024, then the right of the Company to be assigned the MRDC 19 per cent. Option shall terminate and be null and void. The MRDC 19 per cent. Option Agreement is subject to TSX-V acceptance for filing.

(d) **MRDC Shareholders’ Agreement Term Sheet**

Effective 12 June 2024, the Target entered into a binding term sheet with Reitmeier and MRDC (the “**MRDC Shareholders’ Agreement Term Sheet**”) pursuant to which the parties restated and clarified their rights and responsibilities as shareholders of MRDC including, among other things, the Target’s obligation to advance the necessary funds to MRDC so that MRDC can meet its funding obligations under the MRDC JV Agreement.

To the extent that any provisions of the MRDC Shareholders’ Agreement Term Sheet conflicts with the MRDC 19 per cent. Option Agreement or the MRDC Option Agreement, the terms of the MRDC Shareholders’ Agreement Term Sheet shall prevail.

The parties intend to ultimately enter a further shareholders’ agreement, which will replace and terminate the MRDC Option Agreement.

(e) **Kalayi Shareholders’ Agreement Term Sheet**

Effective 12 June 2024, the Target entered into a binding term sheet with Reitmeier, MRDC, Mr Wathuma, IDI and Kalayi Tin SARL (the “**Kalayi Shareholders’ Agreement Term Sheet**”) pursuant to which the parties restated and clarified their rights and responsibilities as shareholders of Kalayi Tin SARL and set out basic governance mechanics for the management of Kalayi Tin SARL. In particular, the Kalayi Shareholders’ Agreement Term Sheet provides that all matters for decision by the shareholders of Kalayi Tin SARL will be decided by simple majority vote, except that a unanimous decision will be required to change the share capital of Kalayi Tin SARL, change the name of Kalayi Tin SARL or enter into voluntary liquidation proceedings.



In addition, the Kalayi Shareholders' Agreement Term Sheet sets out the Target's right to appoint three out of the four members of the management committee of Kalayi Tin SARL and to elect the manager of the Bisie North Property. The Target acquired such rights from MRDC pursuant to the MRDC Option Agreement.

To the extent that any provisions of the Kalayi Shareholders' Agreement Term Sheet conflicts with the MRDC JV Agreement or the MRDC Option Agreement, the terms of the Kalayi Shareholders' Agreement Term Sheet shall prevail.

The parties intend to ultimately enter a further shareholders' agreement, which will replace and terminate the MRDC JV Agreement.

(f) **MRDC Contracts for Services**

(i) *BAC Services Contract*

MRDC is party to a services contract, as contractor, with BAC Helicopters CC, as supplier, dated 1 March 2024 ("**BAC Services Contract**"). The BAC Services Contract outlines the obligations of both parties in relation to helicopter services for mining exploration and drill support infrastructure. BAC Helicopters CC supplies aircraft, crew and operational services in return for payment of certain costs and fees by MRDC. MRDC assumes the majority of the obligations under the BAC Services Contract including to operate the aircraft, to maintain the aircraft, to maintain all applicable licences and permits (including crew visas) and all insurances.

(ii) *IDS Drilling Contract*

MRDC is a party to a drilling contract, as principal, with International Drilling Solutions SARL, dated 1 December 2021 ("**IDS Drilling Contract**"). The IDS Drilling Contract outlines the obligations of both parties in relation to drilling services for a 3,000-meter drilling programme. International Drilling Solutions SARL supplies drilling equipment and personnel in return for payment of certain costs and fees by MRDC.

(iii) *Orezone Drilling Contract*

MRDC is a party to a drilling contract, as principal, with Orezone Drilling SARLU, dated 1 March 2023 ("**Orezone Drilling Contract**"). The Orezone Drilling Contract outlines the obligations of both parties in relation to drilling services for a 5,000-meter drilling programme. Orezone Drilling SARLU supplies drilling equipment and personnel in return for payment of certain costs and fees by MRDC.

12.12. **Agreements entered into in respect of the Bisie North-East Permit (PR15130)**

(a) **CoTin JV Agreement**

CoTin and Palm are parties to a joint venture agreement dated 11 February 2022 ("**CoTin JV Agreement**") pursuant to which *inter alia* (i) the parties established a contractual joint venture in respect of the Bisie North-East Permit; (ii) agreed to set up a new joint venture company (Mont Agoma SARL) and (iii) agreed that Palm would transfer the Bisie North-East Permit to Mont Agoma SARL. CoTin paid a total of US\$25,000 to Palm to acquire a 70 per cent. beneficial interest in the joint venture and covenanted to manage exploration and fund expenditure to determine the viability of a mining operation on the Bisie North-East Permit through to completion of a feasibility study.

CoTin may elect by written notice to Palm to acquire from Palm, 10 per cent. of Palm's interest in Mont Agoma SARL for (i) if such election is prior to completion of the feasibility study, a total of the greater of (A) US\$2,000,000 or (B) the fair value of the interest as agreed between the parties and, failing agreement, as determined by the average of the two nearest valuations of three independent experts (one expert appointed by each of CoTin, Palm and the President of The Australasian Institute of Mining and Metallurgy); and (ii) if such election is after the completion of the feasibility study, for an amount based on a 50 per cent. discount to the net present value of the Bisie North-East project determined by the feasibility study, and, after

exercise of such an election, the interests in Mont Agoma SARL, will be held by Palm 20 per cent. and by CoTin 80 per cent.

The parties agree that their respective interests will be reduced *pro rata* by any interest required by the DRC Government (or any nominee thereof).

The parties agree to put in place a shareholders' agreement and articles of association in respect of Kalayi Tin SARL taking into account certain key principles.

Each party gives warranties and representations to the other and agrees to indemnify and keep indemnified the other against all loss, damage and costs suffered by that other party by reason of the warranties and representation given proving to be false, misleading or incorrect.

The CoTin JV Agreement may be terminated by (i) CoTin by giving 90 days written notice to Palm stating the reason for the withdrawal from the joint venture; and (ii) by Palm giving written notice to CoTin if (A) CoTin has breached the CoTin JV Agreement, and such breach is likely to lead to the forfeiture of the Bisie North-East Permit and CoTin has not remedied such breach within 90 days or (B) CoTin fails to complete the feasibility study within five years or within seven years if the feasibility study has commenced but has not completed within the initial five year period.

If the CoTin JV Agreement is terminated (i) CoTin must, subject to obtaining any required government approvals, transfer its shares in Mont Agoma SARL to Palm and Palm must pay CDF 1,000 for such shares; (ii) any expenditure loan from CoTin will be assigned to an entity nominated by Palm for CDF 500; (iii) CoTin will transfer all mining information to Palm; and (iv) except for prior breaches, the parties will have no further right, interest or obligation under the agreement.

(b) **CoTin Option Agreement**

On 15 August 2022, the Target entered into an option agreement with CoTin, as amended by an option amendment agreement dated 6 June 2023 ("**CoTin Option Agreement**"), pursuant to which the Target acquired the sole and exclusive right and option to acquire up to a 51 per cent. undivided beneficial interest ("**CoTin Interest**") in the property rights and things contained in Bisie North-East Permit ("**Bisie North-East Property**").

The Target acquired an initial 25 per cent. interest in the Bisie North-East Property by issuing 1,000,000 common shares in the capital of the Target to each of Reitmeier, Klaus Eckhof and Mark Gasson and funding CA\$250,000. The Target acquired a further 26 per cent. interest in the Bisie North-East Property (taking the Target's total indirect undivided interest to 51 per cent.) by issuing 2,000,000 Target shares to each of Reitmeier, Klaus Eckhof and Mark Gasson and funding CA\$1,750,000 in exploration and development expenses on the Bisie North-East Property.

The interests held by the Target, CoTin and Palm in the Bisie North-East Permit are subject to any interest obtained by the DRC Government. Any interest obtained by the DRC Government at the exploitation stage shall dilute, *pro rata*, the interests of the Target, CoTin and Palm.

The Target is required to advance funds to Palm to pay 100 per cent. of all costs in respect of exploration and development expenditures on the Bisie North-East Property.

CoTin covenants that it will, subject to the Target advancing the necessary funds, (i) take all reasonable steps to ensure that (A) CoTin's obligations under the CoTin JV Agreement are met and (B) Palm is not in breach of its obligations under the CoTin JV Agreement; and (ii) ensure that CoTin does not, except as permitted under the CoTin Option Agreement or with the consent of the Target, enter into any material contract or commitment, or create any material indebtedness other than those incurred in the usual and ordinary course of business.

CoTin further covenants that it will not sell, option, create or permit the creation of any encumbrance over the Bisie North-East Permit which is the subject of the CoTin First Option and the CoTin Second Option.

The CoTin Option Agreement subsists until terminated by (i) by the Target by giving sixty days written notice to CoTin or (ii) CoTin if the Target is in default of any provision of the CoTin Option Agreement but only if CoTin has given notice to the Target of the default and the Target has not remedied such default within 30 days of receiving such notice.

If the CoTin Option Agreement is terminated (i) the Target shall leave in good standing for a period of at 6 months those mineral claims comprising the Bisie North-East Property and be liable for any environmental, social or other potential liabilities related to the activity constituting responsible stewardship on the Bisie North-East Property; and (ii) CoTin will have the right for a 60-day period from termination to require the Target to transfer its CoTin Interest to CoTin for nominal consideration.

(c) ***Palm 15 per cent. Option Agreement***

On 29 April 2023 the Target signed a term sheet with Palm ("**Palm 15 per cent. Option Agreement**") pursuant to which the Target agreed to acquire from Palm a 15 per cent. registered and beneficial interest in Mont Agoma SARL ("**Palm Option**") in consideration for the issue to Palm of 5,000,000 units in the capital of the Target, each unit comprising one common share in the capital of the Target and one common share purchase warrant exercisable for 2 years at CA\$0.50 per common share ("**Palm Consideration**").

The exercise by the Target of the Palm Option is subject to receipt of disinterested Target shareholder approval at the special meeting of the Target.

Palm and the Target will negotiate in good faith a purchase agreement to more fully document the transaction contemplated by the Palm 15 per cent. Option Agreement.

(d) ***Palm Assignment and Assumption Agreement***

On 11 April 2024 the Target entered into an assignment and assumption agreement with the Company and Palm, as amended by an amendment agreement effective 7 June 2024, pursuant to which the Target agreed to assign and transfer to the Company all of its right, title, interest and obligation in and to the Palm 15 per cent. Option Agreement upon closing of the Acquisition and Palm consented to such assignment and transfer.

The Target shall be released from its covenants, obligations and liabilities under the Palm 15 per cent. Option Agreement, including the Target's obligation to issue the Palm Consideration to Palm and, in place thereof, the Company will, subject to satisfaction of certain conditions precedent, purchase, from Palm, a 15 per cent. registered and beneficial interest in Mont Agoma SARL in consideration of issuing 97,700,000 units in the capital of the Company to Palm, where each unit will consist of one Ordinary Share and one ordinary share purchase warrant exercisable for 2-years at CA\$0.026 per Ordinary Share.

If the Acquisition does not close on or before 31 July 2024 or such later date as may be agreed to in writing by the parties, then this assignment and assumption agreement shall terminate and be null and void. The exercise by the Company of its right, title, interest and obligation in and to the Palm 15 per cent. Option Agreement as assigned to it, is subject to receipt of disinterested Target shareholder approval at the special meeting of the Target.

If and when the Target's interest in and to the Palm 15 per cent. Option Agreement has been transferred and assigned to the Company and the Company has purchased the 15 per cent. registered and beneficial interest in Mont Agoma SARL, Palm's interest in Mont Agoma SARL will decrease from 30 per cent. to 15 per cent. and Mont Agoma SARL will be owned as follows: (i) a 19 per cent. interest will be held by CoTin, (ii) a 15 per cent. interest will be held by Palm; (iii) a 51 per cent. interest will be held by Rome; and (iv) a 15 per cent. interest will, at the election and sole discretion of the Company, be held by either the Company or the Target.

(e) **Mont Agoma 9 per cent. Option Agreement**

Effective 15 May 2024, the Target entered into a term sheet with CoTin, Mont Agoma SARL and the Company, as consented to by Reitmeier, Palm and MRDC, ("**Mont Agoma Term 9 per cent. Option Agreement**") pursuant to which CoTin, Mont Agoma SARL and Palm granted the Target the sole and exclusive right and option (the "**Mont Agoma Option**") to acquire a 9 per cent. interest in Mont Agoma SARL from CoTin. The Target may exercise the Mont Agoma Option by paying on or before 31 January 2026 (i) US\$500,000 to CoTin or its nominee; (ii) US\$175,000 to Reitmeier or his nominee in partial repayment of the US\$350,000 loan made by Reitmeier to MRDC, as assumed by the Target (further details of which are set out in paragraph 12.13(d) below); and (iii) CA\$3,080,000 to CoTin or its nominee. Upon payment of the foregoing amounts, CoTin will transfer a 9 per cent. interest in Mont Agoma SARL to the Target, free and clear of any encumbrance, lien or charge, whereupon CoTin's interest in Mont Agoma SARL will decrease from 19 per cent. to 10 per cent. and the Target's interest in Mont Agoma SARL will increase from 51 per cent. to 60 per cent. (or 75 per cent. if the Target has exercised the Palm Option under the Palm 15 per cent. Option Agreement, further details of which are set out in paragraph 12.12(c) above).

The Mont Agoma 9 per cent. Option Agreement also provides that, subject to receipt of disinterested Target shareholder approval at the special meeting of the Target, closing of the Acquisition and delisting of the Rome Shares from the TSX-V, the Company shall be entitled to request a transfer and assignment of the Mont Agoma Option from the Target for consideration of CA\$1. If the Acquisition does not close on or before 31 July 2024, then the right of the Company to be assigned the Mont Agoma Option shall terminate and be null and void. The Mont Agoma 9 per cent. Option Agreement is subject to TSX-V acceptance for filing.

(f) **Mont Agoma Shareholders' Agreement Term Sheet**

Effective 12 June 2024, the Target entered into a binding term sheet with Mont Agoma SARL, Palm and CoTin (the "**Mont Agoma Shareholders' Agreement Term Sheet**") pursuant to which the parties restated and clarified their rights and responsibilities as shareholders of Mont Agoma SARL and set out basic governance mechanics for the management of Mont Agoma SARL. In particular, the Mont Agoma Shareholders' Agreement Term Sheet provides that all matters for decision by the shareholders of Mont Agoma SARL will be decided by simple majority vote, except that a unanimous decision will be required to change the share capital of Mont Agoma SARL, change the name of Mont Agoma SARL or enter into voluntary liquidation proceedings.

In addition, the Mont Agoma Shareholders' Agreement Term Sheet sets out the Target's right to appoint three out of the four members of the management committee of Mont Agoma SARL and to elect the manager of the Bisie North-East Property. The Target acquired such rights from CoTin pursuant to the CoTin Option Agreement.

To the extent that any provisions of the Mont Agoma Shareholders' Agreement Term Sheet conflicts with the Palm 15 per cent. Option Agreement, the Palm Assignment and Assumption Agreement or the Mont Agoma 9 per cent. Option Agreement, the terms of the Mont Agoma Shareholders' Agreement Term Sheet shall prevail.

The parties intend to ultimately enter a further shareholders' agreement, which will replace and terminate the CoTin JV Agreement and the CoTin Option Agreement.

## 12.13. Finance Agreements

(a) **Loan Agreement between the Company and the Target**

A loan agreement between the Target and the Company dated 21 December 2023, as amended on 10 January 2024, pursuant to which the Company as lender, agreed to make available to the Target, as borrower, a CAD loan facility in an aggregate amount equal to CA\$2,500,000. Under the terms of the loan agreement the Target granted the Company warrants to acquire in aggregate 10,000,000 common shares in the capital of the Target.

(b) ***Loan Agreement between the Target and Dr Georg Schnura***

An agreement between the Target as borrower and Dr Georg Schnura as lender dated 1 February 2023, as amended by an amendment agreement dated 20 May 2024, pursuant to which the Target acknowledges receipt of a CA\$100,000 loan granted by Dr Georg Schnura, and promises to repay such loan after the later of (a) the date that the Target has become a wholly owned subsidiary of the Company and (b) the date that the Company has completed one or more financings during or after 2024 to raise a minimum total of CA\$7,500,000. The Target shall not pay interest on the loan.

(c) ***Loan Assumption Agreement between the Target and Dr Georg Schnura***

An agreement between the Target and Dr Georg Schnura dated 11 September 2023, as amended by an amendment agreement dated 20 May 2024, whereby the Target agreed to assume the obligation in respect of a US\$120,000 loan granted by Dr Georg Schnura originally to MRDC on 22 July 2022 for the purposes of funding exploration on the Project under the Permits. The Target promises to repay such loan on or after the later of (a) the date that the Target has become a wholly owned subsidiary of the Company and (b) the date that the Company has completed one or more financings during or after 2024 to raise a minimum total of CA\$7,500,000. The Target shall not pay interest on the loan.

(d) ***Loan Assumption Agreement between the Target and Reitmeier***

An agreement between the Target and Reitmeier dated 5 December 2023, as amended by an amendment agreement dated 20 May 2024, whereby the Target agreed to assume the obligation in respect of a US\$350,000 loan granted by Reitmeier originally to MRDC on 13 September 2022 for the purposes of funding exploration on the Project under the Permits. The Target promises to repay such loan on the earlier of (a) the date that the Target has fully exercised the Mont Agoma Option granted to it pursuant to the Mont Agoma 9 per cent. Option Agreement (further details of which are set out in paragraph 12.12(e) above) and the MRDC 19 per cent. Option granted to it pursuant to the MRDC 19 per cent. Option Agreement (further details of which are set out in paragraph 12.11(c) above) and (b) 31 January 2026. The Target shall not pay interest on the loan.

(e) ***Loan between the Target and Dr Georg Schnura***

Pursuant to an undocumented, interest-free loan, provided on or about 26 June 2024, the Target owes CA\$25,000 to Dr Georg Schnura. The Target intends to repay the loan to Dr Georg Schnura following Admission.

#### 12.14. **Advisory Agreements**

(a) ***Jub Capital Management LLP***

The Company engaged Jub Capital Management LLP ("**JCM**") as a corporate finance consultant pursuant to an agreement dated 21 September 2023, as amended by a fee addendum letter dated 4 December 2023 and as further amended by a fee addendum letter dated 8 May 2024, for a minimum term of 12 months. JCM's responsibilities are to: (i) identify and introduce an asset or assets to the Company with a view to a potential transaction; (ii) assist on all aspects regards the completion of a potential transaction; and (iii) where agreed, to assist in any financing associated with a transaction.

The Company shall pay JCM: (i) a monthly retainer fee; (ii) equity in the Company on the successful completion of a transaction, to be agreed between the parties on a case-by-case basis; (iii) any significant expenses to be pre-agreed between the parties (otherwise JCM will cover all of its own expenses); (iv) a cash commission of 6 per cent. on any monies introduced to the Company by way of broker sponsored equity placing or direct subscription; (v) a cash commission of 2 per cent. on the gross value of any debt introduced to the Company; and (vi) upon successful completion of the Acquisition and Admission: (A) an issuance of fully paid up shares in the Company, equivalent to 0.5 per cent. of the Enlarged Share Capital; (B) an issuance of warrants to acquire Ordinary Shares, equivalent to 2.5 per cent. of the Enlarged Share Capital, exercisable for 5 years at the Issue Price and (C) an issuance of warrants to

acquire Ordinary Shares, equivalent to 6 per cent. of any monies introduced to the Company by way of broker sponsored equity or direct subscription, exercisable for 5 years at the Issue Price.

(b) **Silvertree Partners LLP**

The Company engaged Silvertree Partners LLP as a consultant pursuant to a consulting agreement dated 16 October 2023, commencing on 17 October 2023, and continuing until either party terminates the agreement at any time without cause by giving sixth months written notice to the other, or on written notice if there is a material breach which hasn't been remedied within 10 days of receipt of such notice, or on receipt of such notice in certain other specific circumstances including *inter alia* insolvency or breach of the confidentiality, non-solicitation or non-circumvention provisions.

The services to be provided include general accounting and bookkeeping, preparation of consolidated financial statements, CFO advisory services, company secretarial services and reverse takeover management services.

The Company shall pay Silvertree Partners LLP: (i) a monthly retainer fee; (ii) a one-off fee in respect of any reverse takeover process to be agreed in advance (payable in shares on completion of the reverse takeover); and (iii) an hourly rate for any CFO advisory services (which are set out in the schedule to the agreement and include management reporting, cashflow forecasting and financial modelling and participating in any fundraising activity) agreed in advance with the Company.

12.15. **Settlement Agreement**

On 24 June 2024, the Company entered into a settlement agreement with David Taylor, a former officer of the Company who had made a claim for unfair dismissal against the Company. In full and final settlement of the claim, the Company has agreed to pay the former officer a total sum of £14,000 within 48 hours of Admission. In addition, the former officer has agreed to deduct £4,710 from any future award owed to him under the bonus award letter, details of which are set out in paragraph 12.10(c) above.

**13. EMPLOYEES**

13.1. Set out below is a table showing the number of employees employed by the Group, broken down by country, as at the end of each financial year covered by the historical financial information.

	<i>31 December</i> 2021	<i>31 December</i> 2022	<i>31 December</i> 2023
United Kingdom (Employer is the Company)	5	5	3
<b>Total</b>	<u>5</u>	<u>5</u>	<u>3</u>

13.2. Set out below is a table showing the number of employees employed by the Rome Resources Group, broken down by country, as at the end of each financial year covered by the historical financial information.

	<i>30 September</i> 2021	<i>30 September</i> 2022	<i>30 September</i> 2023
Canada (Employer is the Target)	1	2	3
DRC (Employer is MRDC)	0	42	39
<b>Total</b>	<u>1</u>	<u>44</u>	<u>42</u>

13.3. For all periods shown in each table above, employee numbers include temporary staff on employed fixed term contracts or contracted via agencies, part-time staff and non-executive directors.



- 13.4. The Company has no record of any industrial action at its main sites and considers its relations with employees to be good.
- 13.5. Rome Resources has no record of any industrial action at its main sites and considers its relations with employees to be good.

#### **14. RELATED PARTY TRANSACTIONS**

- 14.1. The related party transactions being transactions which, as a single transaction or in their entirety, are or may be material to the Company and have been entered into by the Company or any other member of the Group, including directors, officers, affiliates and owners of Ordinary Shares of the Company, in each case during the three years prior to the date of this document are as follows:
- (a) the Ordinary Shares, Existing Options, Existing Warrants, and Director Warrants issued to the Directors as applicable as described in paragraph 7.2, 10.1 and 10.2 above; and
  - (b) the bonus award letters issued by the Company to David Taylor (former company secretary of the Company), Dennis Edmonds (a former director of the Company) and Peter Taylor (a former director of the Company) as described at paragraph 12.10(c) above, as each such former officer is a holder of Existing Options as listed in paragraph 7.2 above.
- 14.2. The related party transactions being transactions which, as a single transaction or in their entirety, are or may be material to Rome Resources and have been entered into by Rome Resources or any other member of the Rome Resources Group, including directors, officers, affiliates and owners of Rome Shares, in each case during the three years prior to the date of this document are as follows:
- (a) the agreements entered into by the Target with CoTin and Reitmeier, as described at paragraphs 12.12(a) (CoTin JV Agreement), 12.12(b) (CoTin Option Agreement), 12.12(e) (Mont Agoma 9 per cent. Option Agreement) and 12.12(f) (Mont Agoma Shareholders' Agreement Term Sheet) above, as Reitmeier, being the sole shareholder of CoTin, is a significant shareholder of the Target;
  - (b) the agreements entered into by the Target with MRDC and Reitmeier, as described at paragraphs 12.11(a) (MRDC JV Agreement), 12.11(b) (MRDC Option Agreement), 12.11(c) (MRDC 19 per cent. Option Agreement), 12.11(d) (MRDC Shareholders' Agreement Term Sheet), 12.11(e) (Kalayi Shareholders' Agreement Term Sheet) and 12.11(f) (MRDC Contracts for Services) above, as Reitmeier, being a 29 per cent. shareholder of MRDC, is a significant shareholder of the Target;
  - (c) the agreements entered into by the Target and the Company with Palm, as described at paragraphs 12.12(a) (CoTin JV Agreement), 12.12(c) (Palm 15 per cent. Option Agreement), 12.12(d) (Palm Assignment and Assumption Agreement), 12.12(e) (Mont Agoma 9 per cent. Option Agreement) and 12.12(f) (Mont Agoma Shareholders' Agreement Term Sheet) above, as Serge Nawej Tshitembu, being the sole shareholder of Palm, is a director and an option holder of the Target;
  - (d) the Arrangement Agreement between the Company and the Target, described at paragraph 12.8 above, as Mark Gasson is a director, shareholder, option holder and warrant holder of the Target and a director and option holder of the Company;
  - (e) the loan and loan assumption agreements entered into by the Target and Dr Georg Schnura, as described at paragraphs 12.13(b) and 12.13(c) above, as Dr Georg Schnura is a shareholder, an option holder and a warrant holder of the Target;
  - (f) the loan assumption agreement entered into by the Target and Reitmeier, as described at paragraph 12.13(d) above, as Reitmeier is a significant shareholder of the Target;
  - (g) a consulting agreement between the Target and Eckhof Consulting, the consulting company of Sheena Eckhof, Sheena Eckhof being the daughter of Klaus Eckhof who is a significant shareholder of the Target; and
  - (h) a consulting agreement between the Target and Patrick Flint, Patrick Flint being a former director of the Target and an option holder of the Target.

- (i) the settlement agreement between the Company and David Taylor, as described in paragraph 12.15 above as David Taylor is a holder of Existing Options as listed in paragraph 7.2 above.

14.3. All of such transactions were entered into on an arm's length basis.

14.4. Save as set out or referred to above, no member of the Group has entered into a related party transaction during the period covered by the historical financial information set out in Part V – (*Historical financial information on Pathfinder*) and up to the date of this document.

## **15. CORPORATE GOVERNANCE**

The Company has published on its AIM Rule 26 section of its website details of how it currently complies with the QCA Code and where it departs from the QCA Code and explanations for the reasons of doing so.

In accordance with Rule 26 of the AIM Rules, the Enlarged Group confirms that it has adopted the Corporate Governance Code for small and mid-sized companies published by the Quoted Companies Alliance in April 2018 (the "**QCA Code**"). This information is set out below. The Enlarged Group will review this information annually in accordance with the requirements of AIM Rule 26.

The QCA Code is based on ten principles that focus on the pursuit of medium to long term value for shareholders. The QCA has stated what it considers to be appropriate arrangements for growing companies and asks companies to provide an explanation about how they are meeting the principles through the prescribed disclosures. The New Board has considered how we apply each principle to the extent that the New Board judges these to be appropriate in view of the Enlarged Group's size, strategy, resources and stage of development, and below we provide an explanation of the approach taken in relation to each.

The New Board members have a range of skills covering industry specific matters as well as financial experience. The new additions to the New Board bring with them additional experience in capital markets on which the Enlarged Group will draw following Admission.

Following Admission, the New Board is expected to initially meet at least once quarterly to review, develop and approve the Enlarged Group's strategy, budgets and corporate actions and oversee the Group's progress towards its goals. The frequency of the New Board's meetings will be kept under review as the Enlarged Group grows. The New Board has established an Audit Committee chaired by Marc Mathenz who is supported by Edouard Etienvre as a committee member, a Nomination committee chaired by Edouard Etienvre who is supported by Marc Mathenz as a committee member and lastly a Remuneration Committee chaired by Edouard Etienvre who is supported by Marc Mathenz as a committee member. In all instances, the Enlarged Group's Company Secretary, the Chief Executive Officer and its Chief Financial Officer are invited to attend as required. Each committee has formally delegated duties and responsibilities and with written terms of reference. From time to time, separate committees may be set up by the New Board to consider specific issues when the need arises.

### **Principles of the QCA Code**

The Enlarged Group will comply with the ten principles of the QCA Code on a "comply or explain basis" with effect from Admission as detailed below.

Like all aspects of the QCA Code, addressing the disclosure requirements is not approached as a compliance exercise; rather it is approached with the mindset of explaining and demonstrating the Enlarged Group's good governance to external stakeholders. The role of the Executive Chair is to lead the board and to oversee its function and direction, with the overall responsibility for implementing an appropriate corporate governance regime.

#### ***Principle 1: Establish a business strategy and business model which promote long-term value for shareholders***

The Enlarged Group business model and strategy is set out in Part I of the Admission Document. The Directors believe that the Enlarged Group model and growth strategy will help to promote long-term value for shareholders. An update on strategy will be given from time to time in the strategic report that is included in the annual report and accounts of the Enlarged Group.

The principal risks facing the Enlarged Group are set out in Part II of the Admission Document. The Directors will continue to take appropriate steps to identify risks and undertake a mitigation strategy to manage these risks following Admission, including implementing a risk management framework.

***Principle 2: Seek to understand and meet shareholder needs and expectations***

The Directors recognises the importance of communication with its stakeholders and is committed to establishing constructive relationships with Existing Shareholders, new investors and potential investors in order to assist it in developing an understanding of the views of its shareholders.

There will be an active dialogue maintained with shareholders. Shareholders will be kept up to date via announcements made through a regulatory information service on matters of a material substance and/or a regulatory nature. Updates will be provided to the market from time to time, including any financial information, and any expected material deviations to market expectations will be announced through a regulatory information service and in accordance with its obligations under the AIM Rules and the UK Market Abuse Regulation (“UK MAR”), for which it has adopted appropriate policies to ensure compliance.

In due course following Admission, the Enlarged Group’s annual report and notice of annual general meeting (“AGM”) will be sent to all shareholders of the Enlarged Group and will be available for download from the Enlarged Group’s website. Shareholders are encouraged to attend the annual general meeting in order to express their views on the Enlarged Group’s business activities and performance and will be provided with an opportunity to ask questions during the formal business or, more informally, following the meeting.

The Directors are keen to ensure that the voting decisions of shareholders are reviewed and monitored, and the Enlarged Group intends to engage with shareholders who do not vote in favour of resolutions at AGMs.

The Company Secretary is the main point of contact for such matters. The Directors have also undertaken to organise various events throughout the year (presentations, seminars, webinars) for existing and potential shareholders to gain a greater understanding of the Enlarged Group’s strategy, products and market.

All contact details for investor relations are included on the Enlarged Group’s website.

***Principle 3: Take into account wider stakeholder and social responsibilities and their implications for long-term success***

The Enlarged Group takes its corporate social responsibilities very seriously and is focused on maintaining effective working relationships across a wide range of stakeholders including shareholders, staff, and customers part of its business strategy. The Directors will maintain an ongoing and collaborative dialogue with such stakeholders and take all feedback into consideration as part of the decision-making process and day-to-day running of the business.

The Directors will maintain regular dialogue with staff through monthly newsletters and formal and informal staff meetings which provide opportunities to receive feedback on issues affecting the Enlarged Group. In this regard, the Directors are cognisant of its operations in the DRC and note the positive benefits this brings to the region, which includes local employment for inhabitants in an isolated region in the DRC that traditionally offers limited opportunities and facilities. The Directors will continue to work closely with staff located in the DRC as well as the broader community in the DRC.

***Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organisation***

The principal risks facing the Enlarged Group are set out in Part II of the Admission Document. The Directors will take appropriate steps to identify risks and undertake a mitigation strategy to manage these risks following Admission. A review of these risks will be carried out at least on an annual basis, the results of which will be included in the Enlarged Group’s annual report and accounts going forward. The New Board has overall responsibility for the determination of the Enlarged Group’s risk management objective and policies and has also established the Audit Committee.

***Principle 5: Maintain the New Board as a well-functioning, balanced team led by the Chair***

The Enlarged Group's New Board will comprise of five Directors, two of whom will be Executive Directors (which includes the Executive Chair) and three of whom will be Non-Executive Directors (which includes two independent director, one being a senior independent Non-Executive Director), reflecting a blend of different experiences and backgrounds. The biographies of the Directors are set out in paragraph 9 of Part I of the Admission Document. The Directors consider that the New Board combines a blend of sector and market expertise, with an effective executive management team and appropriate oversight by independent Non-Executive Directors. The Directors believe that the composition of the New Board brings a desirable range of skills and experience in light of the Enlarged Group's challenges and opportunities following Admission.

The New Board will meet regularly, and processes are in place to ensure that each Director is, at all times, provided with such information as is necessary to enable each Director to discharge their respective duties. The New Board is also supported by the Audit Committee, the Nomination Committee and the Remuneration Committee.

The QCA Code recommends that a board should comprise of a balance of executive and non-executive directors, with at least two non-executive directors being independent. The QCA Code suggests that independence is a board judgement, but where there are grounds to question the independence of a director, through length of service or otherwise, this must be explained. Marc Mathenz and Edouard Etienvre are considered to be independent for the purpose of the QCA Code. In this respect, while Marc Mathenz shareholding in the Enlarged Group is acknowledged, the interest in the Enlarged Group is not significant. With this in mind Marc Mathenz is not an employee of the Enlarged Group nor holds a business relationship with the Enlarged Group, the New Board is satisfied that he brings independent judgment to bear in his role as a senior independent Non-Executive Director and is therefore able to resist inappropriate demands from executive directors and senior management.

***Principle 6: Ensure that between them the Directors have the necessary up to date experience, skills and capabilities***

The skills and experience of the Directors are summarised in their biographies set out in paragraph 9 of Part I of the Admission Document.

The Directors believe that the New Board has a balance of sector, financial and public market skills and experience appropriate for the size and stage of current development of the Enlarged Group and that the New Board has the skills and requisite experience necessary to execute the Enlarged Group's strategy and business plan whilst also enabling each director to discharge his or her fiduciary duties effectively. Experiences are varied and contribute to maintaining a balanced board that has the appropriate level and range of skill to develop the Enlarged Group. The New Board is not dominated by one individual and all Directors have the ability to challenge proposals put forward to the meeting, democratically.

The Nomination Committee oversees the process and makes recommendations to the New Board on all new board appointments. Where new Board appointments are considered, the search for candidates is conducted, and appointments are made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender. While the New Board has not yet adopted any formal policy on gender balance, ethnicity or age group, it is committed to fair and equal opportunity and fostering diversity subject to ensuring appointees are appropriately qualified and experienced for their roles.

The Enlarged Group retains the services of independent advisors including financial, legal, and investor relations advisers that are available to the Directors and who provide support and guidance to the Directors and complement the Enlarged Group's internal expertise.

The Directors will carry out an evaluation of the New Board's performance annually, taking into account the Financial Reporting Council's Guidance on Board Effectiveness. The Company Secretary supports the Chairman in addressing the training and development needs of the Directors.

***Principle 7: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement***

The Directors will consider the effectiveness of the New Board, the Audit Committee, the Nomination Committee, the Remuneration Committee, and the individual performance of each Director. The outcomes of performance will be described in the annual report and accounts of the Enlarged Group.

The Directors considers that the corporate governance policies that it has in place for the New Board performance reviews are commensurate with the size and development stage of the Enlarged Group. As the Enlarged Group grows, the New Board, will re-consider the need for board evaluation.

***Principle 8: Promote a corporate culture that is based on ethical values and behaviours***

The Directors recognises that their decisions regarding strategy and risk will impact the corporate culture of the Enlarged Group and that this will impact performance. The culture is set by the Directors and is considered and discussed at meetings involving the Directors and the New Board is aware that the tone and culture its sets impact all aspects of the Enlarged Group and the way that employees behave. The Directors will promote a culture of integrity, honesty, trust and respect and all employees of the Enlarged Group are expected to operate in an ethical manner in all of their internal and external dealings.

The employee handbook and policies promote this culture and include such matters as whistleblowing, social media, anti-bribery and corruption, communication and general conduct of employees. The Directors will take responsibility for the promotion of ethical values and behaviours throughout the Enlarged Group, and for ensuring that such values and behaviours guide the objectives and strategy of the Enlarged Group. The Enlarged Group also has an established code for directors' and employees' dealings in the Enlarged Group's securities which is appropriate for a company whose securities are traded on AIM, and is in accordance with Rule 21 of the AIM Rules and compliant with UK MAR.

The Directors believe that a long-term sustainable business model is essential for discharging the Directors' responsibility to promote the success of the Enlarged Group, its employees, shareholders and other stakeholders of the business. In considering the Enlarged Group's strategic plans for the future, the Directors proactively consider the potential impact of its decisions on all stakeholders within its business, in addition to considering the broader environmental and social impact as well as the positive impact it can have within the local communities in which the Enlarged Group operates.

The Enlarged Group fully endorses the aims of the Modern Slavery Act 2015 and takes a zero-tolerance approach to slavery and human trafficking within the Enlarged Group and its supply chain.

***Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision-making by the board***

The Chair leads the board of Directors and is responsible for its governance structures, performance and effectiveness. The board of Directors retains ultimate accountability for good governance and is responsible for monitoring the activities of the executive team.

The roles of Chair and Chief Executive Officer are split, and Paul Barrett is Chief Executive Officer who, supported by the Mark Gasson, the Executive Chair, is responsible for the operation of the business and delivering the strategic goals agreed by the board of Directors. Marc Mathenz, Edouard Etienvre and Serge Tshitembu are responsible for bringing independent and objective judgement to the Executive Directors decisions. Marc Mathenz and Edouard Etienvre and are both considered to be independent and were selected with the objective of bringing experience and independent judgement to the board of directors the Enlarged Group.

The board of Directors of the Enlarged Group is supported by the Audit Committee, the Nomination Committee and the Remuneration Committee. There are certain material matters which are reserved for consideration by the full New Board and these are formally recorded. Each of the committees has access to information and external advisers, as necessary, to enable the committee to fulfil its duties.

The New Board intends to review the Enlarged Group's governance framework on an annual basis to ensure it remains effective and appropriate for the business going forward.



**Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders**

Responses to the principles of the QCA Code and the information that will be contained in the Enlarged Group's annual report and accounts provide details to all stakeholders on how the Enlarged Group is governed. The New Board is of the view that the annual report and accounts as well as its half year report and the Enlarged Group's website will be the key communication channels through which progress in meetings the Enlarged Group's objectives and updating its strategic targets can be given to the shareholders following Admission.

Additionally, the Directors will use the Enlarged Group's annual general meetings as a mechanism to engage directly with shareholders, to give information and receive feedback about the Enlarged Group and its progress.

On Admission, the Enlarged Group's website in compliance with the AIM Rules, will be updated on a regular basis with, *inter alia*, information regarding the Enlarged Group's details of relevant developments, regulatory announcements, financial reports and shareholder circulars.

All contact details for investor relations are included on the Enlarged Group's website.

## **16. INVESTMENTS**

- 16.1. Save as set out in this document or in the documents incorporated by reference into this document:
- (a) no material investments have been made by the Company or Rome Resources during the period covered by the historical financial information set out in Part V – (*Historical Financial Information on Pathfinder*) and up to the date of this document;
  - (b) no material investments by the Company or Rome Resources are in progress;
  - (c) there are no joint ventures or undertakings in which the Company or Rome Resources holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses; and
  - (d) there are no environmental issues that may affect the Company's or Rome Resources' utilisation of the tangible fixed assets.

## **17. INTELLECTUAL PROPERTY RIGHTS**

Other than the domain names pathfinderminerals.com and romeresources.com, there are no patents or other intellectual property rights, licences, industrial, commercial or financial contracts or new manufacturing processes which are of fundamental importance to the Enlarged Group's business or profitability.

## **18. WORKING CAPITAL**

The Directors are of the opinion, having made due and careful enquiry, taking into account the net proceeds of the Placing receivable by the Enlarged Group, that the working capital available to the Enlarged Group will be sufficient for its present requirements, that is for at least 12 months from the date of Admission.

## **19. LITIGATION**

### **The Group**

- 19.1. Save as disclosed below, no member of the Group is or has during the 12 months preceding the date of this document been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Group is aware) which may have, or have had in the recent past, significant effects on the Group's financial position or profitability.
- (a) **Maputo Claim**  
In December 2012, the Company was named as a defendant in a claim issued in the Commercial Division of the Maputo Court in Mozambique against the Company and IMM (the "**Maputo Claim**"). When the Maputo Claim commenced, IMM was a wholly-owned subsidiary



of the Company. The Maputo Claim was issued by General Veloso, a former director of the Company, his company JV Consultores Internacionais, Limitada and Diogo Cavaco (together, the “**Maputo Claimants**”). Pursuant to the terms of the IMM Share Purchase Agreement described at paragraph 12.10 above, as of 18 August 2023, IMM is no longer a subsidiary of the Company.

The Maputo Claim related to IMM’s acquisition in 2010 of 399,998 of 400,000 shares of Mozambique company, CMDN (the “**IMM Acquisition**”). At the time of the IMM Acquisition, CMDN held the Mozambique Licence (namely the Mining Concession Licences 760C (Naburi) and 4623C (Moebase) which were subsequently amalgamated into one Mining Concession Licence 4623C after they had been expropriated from CMDN to another Mozambique company controlled by the Company’s former local partners). The Maputo Claimants alleged that the English-law agreements pursuant to which IMM acquired the shares in CMDN were terminated and/or invalid. The Maputo Claim is contrary to an English High Court decision, announced 19 October 2012, that IMM had validly acquired its 99.99 per cent. interest in CMDN.

Subsequent to the IMM Acquisition, in 2011 the Mozambique Licence was transferred by General Veloso to another Mozambique entity, which transfer was, in the Company’s and IMM’s view, unlawful. The unlawful transfer of the Mozambique Licence is the subject of the Mozambique Claim described under paragraph 19.1(b) below.

Since February 2021, there have been no further developments in the Maputo Claim. The Maputo Claimants are seeking damages in an amount equivalent to US\$1,000,000, in addition to £80,000 in legal fees.

Given the English High Court decision, among many other reasons, the Company believes the Maputo Claim to be without merit. However, due to the uncertainties created by the passage of time since the Maputo Claim was initiated, the Company is unable to make a determination on the chances of successfully defending the action.

(b) **Mozambique Claim**

During 2020, the Board continued to pursue a resolution to the dispute over the Mozambique Licence which was expropriated from CMDN in 2011 through a transfer to another Mozambique company controlled by the Company’s former local partners, which the Company believes was unlawful. The Board’s focus transitioned from the negotiation of a commercial settlement with the Company’s former local partner (a beneficiary of the Mozambique Licence transfer) to positioning the Company to bring a substantial claim against the government of Mozambique, under the Mozambique-United Kingdom Bilateral Investment Treaty (2004), for its role in facilitating the transfer (the “**Mozambique Claim**”).

Activities undertaken during 2021 were largely focused around preparing the Company to bring the Mozambique Claim. The Company commissioned an independent valuer to undertake an analysis of the valuation of the Company’s potential Mozambique Claim. The Company was also in discussions with institutional litigation funders and other parties regarding a full acquisition of the Mozambique Claim via a disposal of the Company’s wholly owned subsidiary, IMM, with a view to enabling the Company to return, funded, to its core objectives of exploration and mining.

The Company notified the Minister of Mineral Resources and Energy of Mozambique in April 2022 of the Mozambique Government’s failure to resolve the dispute and of the steps the Company was taking in preparation for the Mozambique Claim.

The Company subsequently entered into the IMM Option Agreement and then the IMM Share Purchase Agreement (further details of which are set out in paragraphs 12.9(a) and 12.10(b) above) pursuant to which Acumen acquired IMM and therefore the rights to bring the Mozambique Claim.

Geological consultants are in the process of being appointed by counsel to Acumen to assist in the evaluation of the recent offer by the Government of Mozambique to issue several replacement licences. The Company expects this evaluation to take 2-3 months to reach a conclusion.

(c) ***Dispute with former service provider***

The Company is in dispute with a former service provider who has claimed the Company owes it an amount not exceeding £100,000 under its agreement for services provided in connection with sourcing litigation finance or other assistance to proceed with a litigation concerning the Mozambique Licence (details of which are set out in paragraph 19.1(b) above). The Company disputes the claim. The parties have agreed to engage in mediation in respect of the claim. The Company is waiting for confirmation of a date for mediation.

### **The Rome Resources Group**

19.2. No member of the Rome Resources Group is or has during the 12 months preceding the date of this document been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Rome Resources Group is aware) which may have, or have had in the recent past, significant effects on the Rome Resources Group's financial position or profitability.

## **20. NO SIGNIFICANT CHANGE**

### **The Group**

Save as disclosed in this document, there has been no significant change in the financial position and financial performance of the Group since 31 December 2023, being the date to which the latest audited financial information set out in Part V was prepared.

### **The Rome Resources Group**

Save as disclosed in this document, there has been no significant change in the financial position and financial performance of the Rome Resources Group since 31 March 2024 being the date to which the latest unaudited interim financial information set out in the Appendix was prepared.

## **21. ACCOUNTING MATTERS**

21.1. PKF Littlejohn LLP are the auditors of the Company and audited the financial statements of the Company for the financial years ended 31 December 2021, 31 December 2022 and 31 December 2023. PKF Littlejohn LLP has given and not withdrawn its written consent to the inclusion in this document of the accountant's report in Section A of Part VII of this document in the form and context in which it is included and has authorised the contents of that report for the purposes of Schedule 2 of the AIM Rules. PKF Littlejohn LLP is a member firm of the Institute of Chartered Accountants in England and Wales.

21.2. The accounting reference date of the Company is 31 December in each year.

## **22. SOURCES OF INFORMATION**

The Directors confirm that, where information in this document has been sourced from a third party, this information has been accurately reproduced and that, so far as the Directors are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

## **23. CONSENTS**

23.1. Allenby Capital has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

23.2. Oak Securities has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

## **24. GENERAL**

24.1. The total costs and expenses payable by the Company in connection with or incidental to the Proposals are estimated to be approximately £1.1 million (excluding VAT).

24.2. Save as disclosed in this document, the Directors are not aware of any exceptional factors which have influenced the Group's activities.

24.3. Save as disclosed in this document, so far as the Directors are aware, there have not, in relation to any member of the Group, been:

- (a) any significant recent trends in production, sales, inventory, costs and selling prices between the end of the last financial year of the Company and the date of this document; or
- (b) any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material adverse effect on the Company's prospects for at least the current financial year.

24.4. The historical financial information for Rome Resources as set out in the Appendix (with the exception of the unaudited interim financial information) of this document has been audited.

24.5. Save as disclosed in this document, the Directors are not aware of any environmental issues that may affect the Group's utilisation of its tangible fixed assets.

24.6. The financial information set out in this document does not constitute statutory accounts within the meaning of section 434 of the Act.

24.7. The Ordinary Shares will only be traded on AIM.

24.8. There have been no payments aggregating over £10,000 made to any government or regulatory authority or similar body by the Enlarged Group or on behalf of it, with regards to the acquisition of, or maintenance of, its assets as at the date of this document.

24.9. Except for fees payable to the professional advisers whose names are set out at page 12 of this document, payments to trade suppliers, no person has received any fees, securities in the Company or other benefit to a value of £10,000 or more, whether directly or indirectly, from the Company within the 12 months preceding the application for Admission, or has entered into any contractual arrangement to receive from the Company, directly or indirectly, any such fees, securities or other benefit on or after Admission.

24.10. Under the terms of the bonus award letters referenced in paragraph 12.10 (c) above, the Company agreed to pay Peter Taylor and Dennis Edmonds, 6 per cent. and 3 per cent., respectively, of any funding received during the term of the agreements, being 5 years from 16 August 2022. The sale of IMM in July 2023 triggered to payment of the bonus awards and therefore a total of £90,000, being an aggregate of 9 per cent. of the sales proceeds of £1,000,000 received by the Company from the sale of IMM was paid to the aforementioned Directors.

24.11. There have been no take-over bids by third parties in respect of the Company's equity which have occurred during the last financial year or the current financial year.

24.12. Availability of this document

Copies of the following documents will be available free of charge to the public on the Company's website at [www.pathfinderminerals.com](http://www.pathfinderminerals.com) from the date of posting of this document up to the date of the General Meeting, subject to certain restrictions relating to persons resident outside the United Kingdom:

- (a) the memorandum and articles of association of the Company;

- (b) the audited consolidated accounts of the Company and its subsidiaries for the period ended 31 December 2023 and the unaudited interim accounts for the six months ended 30 June 2023; and
- (c) this document.

In addition, this document will be published in electronic form and be available on the Group's website at [www.pathfinderminerals.com](http://www.pathfinderminerals.com) prior to Admission and [www.romeresources.com](http://www.romeresources.com) following Admission, subject to certain access restrictions applicable.

## PART X

### NOTICE OF GENERAL MEETING

# PATHFINDER MINERALS PLC

(Incorporated in England and Wales with registered number 02578942)

NOTICE IS HEREBY GIVEN THAT the General Meeting of the above-named company (the "Company") will be held at the offices of Fasken Martineau LLP, 6th Floor, 100 Liverpool Street, London EC2M 2AT at 10.00 a.m. on 25 July 2024 to consider and, if thought fit, pass the following Resolutions which will be proposed as ordinary and special resolutions.

In this Notice, words and defined terms shall have the same meanings as words and defined terms in the Admission Document to which this Notice is attached.

#### ORDINARY RESOLUTIONS

1. **THAT**, the Acquisition be approved for the purpose of AIM Rule 14 on the terms set out in the Admission Document.
2. **THAT**, in addition to any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, and subject to the passing of Resolution 1, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot 2,351,657,348 Consideration Shares up to an aggregate nominal amount of £2,351,658, pursuant to the terms of the Arrangement Agreement, provided that this authority shall expire 15 months from the date of this General Meeting.
3. **THAT**, in addition to any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, and subject to the passing of Resolution 1, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot:
  - 3.1 the Replacement Options up to an aggregate nominal amount of £81,091 to the holders of the Existing Rome Options, pursuant to the terms of the Arrangement Agreement; and
  - 3.2 the Replacement Warrants up to an aggregate nominal amount of £113,332 to the holders of the Existing Rome Warrants, pursuant to the terms of the Arrangement Agreement;such authority to expire on the date falling 15 months after the date of the passing of this Resolution.
4. **THAT**, in addition to any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, and subject to the passing of Resolution 1, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot 1,333,333,330 Placing Shares up to an aggregate nominal amount of £1,333,333.33, pursuant to the terms of the Placing Agreement, provided that this authority shall expire 15 months from the date of this General Meeting.
5. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company (**Rights**) up to an aggregate nominal amount of £1,623,954.87 (being approximately one third of the Enlarged Share Capital) provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date of this General Meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or Rights to be granted and the Directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

## **SPECIAL RESOLUTIONS**

6. **THAT**, subject to the passing of Resolution 3, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authorities conferred by Resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment or grant of equity securities specified in Resolution 3. The authority granted by this Resolution will expire 15 months from the date of this General Meeting.
7. **THAT**, subject to the passing of Resolution 4, and in accordance with section 570 of the Act, the Directors be generally empowered to allot the Placing Shares for cash, pursuant to the authorities conferred by Resolution 4 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment or grant of equity securities specified in Resolution 4. The authority granted by this Resolution will expire 15 months from the date of this General Meeting.
8. **THAT**, subject to the passing of Resolution 5, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authorities conferred by Resolution 5 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment or grant of equity securities specified in Resolution 5. The authority granted by this Resolution will expire 15 months from the date of this General Meeting.
9. **THAT**, subject to the passing of Resolution 1, the Company's name be changed to "Rome Resources plc".

By order of the Board

Paul Barrett

8 July 2024



## NOTES TO THE NOTICE OF GENERAL MEETING

# PATHFINDER MINERALS PLC

The following notes explain your general rights as a Shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on 23 July 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company but must attend the General Meeting in order to represent you.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
5. You can vote:
  - by completing and returning the enclosed Form of Proxy to the Company's registrars, Link Group, by post to PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
  - by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions;
  - Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login> “



- If you need help with voting online, please contact the registrars, Link Group, via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on Tel: 0371 664 0391. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 – 17.00 BST, Monday to Friday excluding public holidays in England and Wales.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io).

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 10.00 a.m. on 23 July 2024.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing, any CREST Proxy Instruction (as described in note 10 below) or the appointment of a proxy via Proximity will not prevent a Shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
8. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10.00 a.m. on 23 July 2024. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 10.00 a.m. on 23 July 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked

completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

13. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 5 July 2024 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 1,057,494,834 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 5 July 2024 are 1,057,494,834.
15. You may not use any electronic address (within the meaning of Section 333(4) of the CA 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this Notice of General Meeting, and other information required by Section 311A of the CA 2006, can be found on the Company's website at [www.pathfinderminerals.com](http://www.pathfinderminerals.com).

**APPENDIX**

**HISTORICAL FINANCIAL INFORMATION ON ROME RESOURCES LTD**

**ROME RESOURCES LTD.**

Financial Statements

For the Years Ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Rome Resources Ltd.

### *Opinion*

We have audited the accompanying financial statements of Rome Resources Ltd. (the "Company"), which comprise the statements of financial position as at September 30, 2021 and 2020 and the statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity (deficiency) for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the financial statements, which indicates that the Company has a deficit of \$16,315,502 and a working capital deficiency of \$600,957 as at September 30, 2021. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Other Information*

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.





We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

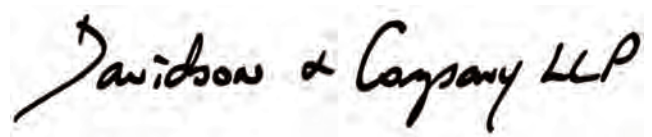
As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Daniel Nathan.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

March 18, 2022

## ROME RESOURCES LTD.

Statements of Financial Position  
(Expressed in Canadian Dollars)  
As at September 30,

	2021	2020
<b>ASSETS</b>		
<b>Current assets</b>		
Accounts Receivable	\$ 5,850	\$ 5,850
	<u>\$ 5,850</u>	<u>\$ 5,850</u>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 5)	\$ 216,201	\$ 240,224
Due to related parties (Note 6)	390,606	351,256
	<u>606,807</u>	<u>591,480</u>
<b>Shareholders' Deficiency</b>		
Share capital (Note 7)	13,779,963	13,779,963
Share subscriptions received in advance (Note 6)	—	—
Share-based compensation reserve (Note 7)	1,934,582	1,934,582
Deficit	<u>(16,315,502)</u>	<u>(16,300,175)</u>
<b>Total shareholders' deficiency</b>	<u>(600,957)</u>	<u>(585,630)</u>
<b>Total liability and shareholders' deficiency</b>	<u>\$ 5,850</u>	<u>\$ 5,850</u>

Nature of operations and going concern (Note 1)  
Subsequent events (Note 12)

These financial statements were authorized for issue by the Board of Directors on March 17, 2022.

### On behalf of the Board:

"Georg H. Schnura"  
**Georg H. Schnura**  
President, CEO and Director

"Michelle Robinson"  
**Michelle Robinson**  
Director

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

## ROME RESOURCES LTD.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

For the years ended September 30,

	2021	2020
<b>Expenses</b>		
Accounting, audit and legal	\$ 10,036	\$ 909
Interest and bank charges	41	120
Transfer agent and regulatory fees	5,250	6,838
	<u>15,327</u>	<u>7,867</u>
<b>Loss on write -off of accounts receivable (Note 4)</b>	<u>—</u>	<u>948</u>
<b>Net loss and comprehensive loss for the year</b>	<u>15,327</u>	<u>8,815</u>
<b>Basic and diluted loss per share for the year</b>	<u>(0.00)</u>	<u>(0.00)</u>
<b>Basic and diluted weighted average number of shares outstanding</b>	<u>26,698,659</u>	<u>26,698,659</u>

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

## ROME RESOURCES LTD.

### Statements of Cash Flows

(Expressed in Canadian Dollars)

For the years ended September 30,

	2021	2020
<b>Cash flows from operating activities</b>		
Net loss for the year	\$ (15,327)	\$ (8,815)
Changes in non-cash working capital items:		
Write-off of accounts receivable	—	948
Current liabilities	15,327	7,788
<b>Net cash used in operating activities</b>	<b>—</b>	<b>(79)</b>
<b>Net change in cash during the year</b>	<b>—</b>	<b>(79)</b>
<b>Cash beginning of year</b>	<b>—</b>	<b>79</b>
<b>Cash end of year</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Supplementary Cash Flow Information</b>		
Cash paid during the year for interest	\$ —	\$ —
Cash paid during the year for income taxes	—	—
	<b>\$ —</b>	<b>\$ —</b>

Supplemental Disclosure with respect to Cash Flows (Note 10).

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

## ROME RESOURCES LTD

Statement of Changes in Shareholders' Equity (Deficiency)  
(Expressed in Canadian Dollars)  
For the Years Ended September 30, 2021 and 2020

	Share Capital					
	Number of Shares	Amount	Subscriptions received in advance	Share-based compensation reserve	Deficit	Total
<b>Balance, September 30, 2019</b>	26,698,659	\$13,779,963	\$ 92,748	\$ 1,934,582	\$ (16,291,360)	\$ (484,067)
Balance transferred to Accounts Payable and Related Party Payable (Note 5 and 6)	—	—	(92,748)	—	—	(92,748)
Loss for the year	—	—	—	—	(8,815)	(8,815)
<b>Balance, September 30, 2020</b>	26,698,659	\$13,779,963	\$ —	\$ 1,934,582	\$ (16,300,175)	\$ (585,630)
Loss for the year	—	—	—	—	(15,327)	(15,327)
<b>Balance, September 30, 2021</b>	26,698,659	\$13,779,963	\$ —	\$ 1,934,582	\$ (16,315,502)	\$ (600,957)

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



## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

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### 1. NATURE OF OPERATIONS AND GOING CONCERN

Rome Resources Ltd. (the “Company”) was incorporated in British Columbia on April 11, 1990 and was involved in the business of mineral exploration. The head office mailing and courier address is Suite 700, 688 West Hasting Street, Vancouver B.C., V6B 1P1. The registered and records office is located c/o Bennett Jones, LLP 2500 Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2X8.

The Company is in the process of exploring and developing its 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. Management is actively looking into new projects and to reactivate the Company.

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 September 30, 2021, has a deficit of \$16,315,502 (2020 \$16,300,175) and a working capital deficiency of \$600,957 (2020 - \$585,630). 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 financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”) and which were in effect as of September 30, 2021.

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 their fair value. 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.

#### Critical Judgment

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 1. As at September 30, 2021 the Company had a working capital deficiency of \$600,957 (2020 - \$585,630). Additional financing will be required for the Company to continue as a going concern.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### b) Basis of consolidation

The 2020 and 2021 financial statements are unconsolidated. The September 30, 2015 financial statements were consolidated and included the financial statements of the Company and the entities controlled by the Company:

<i>Entity</i>	<i>Country of Incorporation</i>	<i>Principal Business</i>
Roma Recursos S.A. de C.V	Mexico	Exploration. Wholly owned subsidiary
Minera Jackman S.A. de C.V.	Mexico	Inactive. Wholly owned subsidiary
Exploraciones Asteria	Mexico	Incorporated on March 3, 2015, not yet active.

During the 2018 fiscal year, the Company sold Roma Recursos S.A. de C.V. to an unrelated party for the sum of CDN\$20,000 and sold Minera Jackman for C\$1. During the 2017 fiscal year, the Company sold Exploraciones Asteria to a related company for C\$7,000 (Note 6c).

#### c) 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.

#### d) 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 using the liability method, 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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### e) 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.

#### f) 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 the statement of 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 the statement of profit or loss in the period. Cash is considered as FVTPL.

*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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

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### f) Financial instruments, continued

#### Financial assets, continued

*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.

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.

#### 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.

The Company has classified its cash as fair value through profit or loss. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

### g) 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 the 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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

### 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. ACCOUNTS RECEIVABLE

During the prior fiscal year accounts receivable was written off totalling \$948 as it was deemed uncollectable. The balance of accounts receivable is due from a related company related to the sale of a subsidiary (Note 6c).

### 5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

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

	2021	2020
Trade payables	\$ 220,224	\$ 196,201
Accrued liabilities	20,000	20,000
Total	\$ 240,224	\$ 216,221

An amount was reallocated from share subscriptions received in advance during the 2020 fiscal year totalling \$51,000. Subsequent to the current period this debt will be settled via shares (Note 12)

Prior to the 2021 and 2020 fiscal years, certain accounts payable were written off as they had expired by statute. These payables were derecognized in the 2016 fiscal year and resulted in a non-cash gain in the amount of \$21,641.

### 6. 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:

Key management personnel:

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.

There were \$Nil related party expenses during the years ended September 30, 2021 and 2020.

- b) Due to related parties totaling \$390,606 (September 30, 2020 - \$351,256) is due to a director 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. This amount includes \$41,747 in reallocated from share subscriptions received in advance during the 2020 fiscal year. Subsequent to the period this related party debt will be settled via shares (Note 12).
- c) Accounts receivable of \$5,850 is due from a related company for the balance owing for the sale of Exploraciones Asteria.

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

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### **7. 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 September 30, 2021 and 2020, the total issued and outstanding share capital was 26,698,659.

(c) Escrow Shares

As at September 30, 2021 and 2020, 209,452 common shares are held in escrow; the release of the balance of these shares is subject to the approval of the regulatory authorities having jurisdiction.

(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, is fixed at 3,308,200. This number is subject to adjustment resulting from changes in the share capital of the Company. Such adjustments are subject to approval by the TSX Venture Exchange and by the shareholders of the Company. The number of shares reserved for issuance to any one person may not exceed 5% of the issued and outstanding shares at the date of such grant. The maximum term of stock options is five 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.

As at September 30, 2021 and 2020, there are no outstanding share purchase options or warrants.

### **8. 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 development 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 fund 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 period ended September 30, 2021. The Company is not subject to externally imposed capital requirements.



## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

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### 8. FINANCIAL INSTRUMENTS, CAPITAL AND RISK MANAGEMENT, continued

#### *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.

The fair value of the Company's accounts payable and accrued liabilities, and amounts due to related parties 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:

#### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company is not exposed to credit risk.

#### *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, 2021, the Company had a cash balance of \$Nil (September 30, 2020 - \$Nil) to settle current liabilities of \$606,807 (September 30, 2020 - \$591,480). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management will seek to arrange extended payment terms with certain vendors until further financing is arranged.

#### *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.

##### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. 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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2021 and 2020  
(Expressed in Canadian Dollars)

### 9. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2021	2020
Earnings (loss) for the year	\$ (15,327)	\$ (8,814)
Expected income tax (recovery)	(4,000)	(2,000)
Change in statutory, foreign tax, foreign exchange rates and other	—	—
Permanent Difference	—	—
Change in unrecognized deductible temporary differences	4,000	2,000
<b>Total income tax expense (recovery)</b>	<b>\$ —</b>	<b>\$ —</b>

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2021	Expiry Date Range	2020	Expiry Date Range
<b>Temporary Differences</b>				
Non-capital losses available for future period	245,000	2026 to 2041	229,000	2026 to 2040

Tax attributes are subject to review and potential adjustment by tax authorities.

### 10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no significant non-cash transactions for the periods ended September 30, 2021 and 2020.

### 11. SEGMENTED INFORMATION

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

### 12. SUBSEQUENT EVENTS

Subsequent to September 30, 2021 the Company:

Negotiated the repayment of certain related party payable totaling \$43,242 by way of a cash payment of \$20,000.

Raised \$650,000 by way of a private placement with the issuance of 13,000,000 shares at \$0.05 per share. The Private Placement shares will be issued pursuant to a partial revocation of the cease trade order from the BCSC. This partial revocation order was issued on December 21, 2021

Negotiated the repayment of accounts payable totaling \$428,364 by way of issuing 8,567,280 shares at \$0.05 per share. The issuance of shares will be pursuant to the partial revocation of the cease trade order from the BCSC. This partial revocation order was issued on January 7, 2022.

**ROME RESOURCES LTD.**

Financial Statements

For the Years Ended September 30, 2022 and 2021

(Expressed in Canadian Dollars)

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Rome Resources Ltd.

### *Opinion*

We have audited the accompanying financial statements of Rome Resources Ltd. (the "Company"), which comprise the statements of financial position as at September 30, 2022 and 2021, and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity (deficiency) for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### *Basis for Opinion*

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the financial statements, which indicates that the Company has a deficit of \$17,013,732, working capital of \$587,763 as at September 30, 2022, and will need additional funding to continue operations for the upcoming year. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Other Information*

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.


As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Daniel Nathan.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

January 27, 2023



## ROME RESOURCES LTD.

Statements of Financial Position  
(Expressed in Canadian Dollars)  
As at September 30,

	2022	2021
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 743,652	\$ —
Amounts receivable (Note 4 and 7)	<u>5,850</u>	<u>5,850</u>
	<u>\$ 749,502</u>	<u>\$ 5,850</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 6)	\$ 83,843	\$ 216,201
Due to related parties (Note 7)	<u>77,896</u>	<u>390,606</u>
	<u>161,739</u>	<u>606,807</u>
<b>Shareholders' Equity (Deficiency)</b>		
Share capital (Note 8)	14,826,913	13,779,963
Share subscriptions received in advance (Note 8 and 13)	840,000	—
Share-based compensation reserve (Note 8)	1,934,582	1,934,582
Deficit	<u>(17,013,732)</u>	<u>(16,315,502)</u>
<b>Total shareholders' equity (deficiency)</b>	<u>587,763</u>	<u>(600,957)</u>
<b>Total liability and shareholders' equity (deficiency)</b>	<u>\$ 749,502</u>	<u>\$ 5,850</u>

Nature of operations and going concern (Note 1)

Subsequent events (Note 13)

These financial statements were authorized for issue by the Board of Directors on January 27, 2023.

### On behalf of the Board:

“Georg Schnura”  
**Georg H. Schnura**  
President, CEO and Director

“David Jenkins”  
**David Jenkins**  
Director

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

## ROME RESOURCES LTD.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

For the years ended September 30,

	2022	2021
<b>Expenses</b>		
Property investigation costs (Note 5)	\$ 516,790	\$ —
Legal	208,915	10,036
Transfer agent and regulatory fees	63,531	5,250
Accounting and audit (Note 7)	38,600	—
Consulting fees (Note 7)	18,326	—
Promotion and advertising	2,540	—
Interest and bank charges	583	41
Office expense	263	—
	<b>(849,548)</b>	<b>(15,327)</b>
<b>Gain on settlement of accounts payable (Note 6 and 8)</b>	<b>151,318</b>	<b>—</b>
<b>Loss and comprehensive loss for the year</b>	<b>\$ (698,230)</b>	<b>\$ (15,327)</b>
<b>Basic and diluted loss per share for the year</b>	<b>\$ (0.02)</b>	<b>\$ (0.00)</b>
<b>Basic and diluted weighted average number of shares outstanding</b>	<b>41,825,299</b>	<b>26,698,659</b>

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

## ROME RESOURCES LTD.

Statements of Cash Flows  
(Expressed in Canadian Dollars)  
For the years ended September 30,

	2022	2021
<b>Cash flows from operating activities</b>		
Loss for the year	\$ (698,230)	\$ (15,327)
Changes in non-cash working capital items:		
Gain on settlement of accounts payable	(151,318)	—
Current liabilities	134,614	15,327
<b>Net cash used in operating activities</b>	<b>(714,934)</b>	<b>—</b>
<b>Financing Activities</b>		
Proceeds from issuance of shares, net of share issue costs	618,586	—
Share subscriptions received in advance	840,000	—
	<b>1,458,586</b>	<b>—</b>
<b>Increase in cash during the year</b>	<b>743,652</b>	<b>—</b>
Cash beginning of year	—	—
<b>Cash end of year</b>	<b>\$ 743,652</b>	<b>\$ —</b>
<b>Supplementary Cash Flow Information</b>		
Cash paid during the year for interest	\$ —	\$ —
Cash paid during the year for income taxes	—	—
	<b>\$ —</b>	<b>\$ —</b>

Supplemental Disclosure with respect to Cash Flows (Note 11).

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

## ROME RESOURCES LTD

Statement of Changes in Shareholders' Equity (Deficiency)  
(Expressed in Canadian Dollars)  
For the Years Ended September 30, 2022 and 2021

	Share Capital					Total
	Number of Shares	Amount	Subscriptions received in advance	Share-based compensation reserve	Deficit	
<b>Balance, September 30, 2020</b>	26,698,659	\$13,779,963	\$ —	\$ 1,934,582	\$ (16,300,175)	\$ (585,630)
Loss for the year	—	—	—	—	(15,327)	(15,327)
<b>Balance, September 30, 2021</b>	26,698,659	\$13,779,963	\$ —	\$ 1,934,582	\$ (16,315,502)	\$ (600,957)
Proceeds from issuance of shares, net of share issue costs	13,000,000	618,586				618,586
Shares issued for debt	8,567,280	428,364				428,364
Share subscriptions received in advance			840,000			840,000
Loss for the year	—	—	—	—	(698,230)	(698,230)
<b>Balance, September 30, 2022</b>	48,265,939	\$14,826,913	\$ 840,000	\$ 1,934,582	\$ (17,013,732)	\$ 587,763

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

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### **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 September 30, 2022, has a deficit of \$17,013,732 (2021 \$16,315,502) and working capital of \$587,763 (2021 - deficiency of \$600,957). 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 financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”) and which were in effect as of September 30, 2022.

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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### a) Basis of presentation

##### Critical Judgment

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 1. As at September 30, 2022 the Company had working capital of \$587,763 (2021 - deficiency of \$600,957). Additional financing will be required for the Company to continue as a going concern.

#### 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.



## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### 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. Cash is considered as FVTPL.

*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.

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### **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. Receivables are classified as amortized cost. Accounts payable and accrued liabilities and due to related parties are classified as amortized cost.

#### **f) 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.

#### **g) 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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### h) 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. ACCOUNTS RECEIVABLE

Accounts receivable is due from a company owned by a director of the Company related to the sale of a subsidiary (Note 6c and 7).

### 5. EXPLORATION AND EVALUATION ASSETS

During the period ended September 30, 2022, the Company finalised definitive option agreements 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". This acquisition is subject to regulatory approval

#### Exploration Permit PR 13274

The Company has entered into an option agreement to acquire up to a 71% interest in the issued and outstanding shares in Medidoc-RD Congo SARLU ("MRDC") on the following terms:

- The Company can acquire a 30% interest in MRDC by issuing 9,000,000 common shares (issued November 2022), and by funding exploration and evaluation expenditures totalling CAD\$250,000 (paid November 2022) on or before 31 January 2023 ("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 31 January 2024 ("MRDC Second Option").

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

### 5. EXPLORATION AND EVALUATION ASSETS, continued

#### Exploration Permit PR 15130

The Company has also entered into an option agreement to acquire up to a 51% interest in PR 15130 on the following terms:

- The Company can acquire 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 (paid January 2023) on or before 31 January 2023 ("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 31 January 2024 ("CTC Second Option").

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 will then be immediately attributed to the CAD \$1,750,000 to be incurred in exploration and evaluation expenditures pursuant to the MRDC Second Option and will be deemed to be repaid.

Subsequent to the year ended September 30, 2022, the Company received TSXV approval for the above two mineral property option agreements.

### 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

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

	2022	2021
Trade payables	\$ 59,843	\$ 196,201
Accrued liabilities	24,000	20,000
Total	\$ 83,843	\$ 216,201

During the year ended September 30, 2022 the Company settled certain accounts payable for shares and cash. The amounts settled in cash resulted in a gain of \$125,242 which is included in the gain on the settlement of accounts payable (note 7).

### 7. 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:

#### Key management personnel:

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 year ended September 30, 2022 there was \$12,000 accrued to a director, for consulting services rendered to the Company and \$4,600 was paid to the CFO of the Company for accounting services. There were no related party expenses during the 2021.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### 7. RELATED PARTY TRANSACTIONS, continued

- b) As at September 30, 2022 due to related parties totaling \$77,896 (September 30, 2021 - \$390,606) 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. During the year ended September 30, 2022, \$367,364 of related party debt was settled by the issuance of shares (Note 8).
- c) Amounts receivable of \$5,850 is due from a related company as described in note 4.

### 8. 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 September 30, 2022 the total issued and outstanding share capital was 48,265,939 shares (September 30, 2021 – 26,698,659 shares).

During the year ended September 30, 2022, the Company raised \$650,000 by the issuance of 13,000,000 shares at \$0.05 for a private placement, and in connection incurred \$31,414 in share issuance costs. The Company also issued 8,567,280 shares valued at \$428,364 to settle debt of \$454,440 resulting in a gain of \$26,076. In addition, the Company received \$840,000 toward a future private placement (Note 13).

There were no share capital transactions during the year ended September 30, 2021.

- (c) Escrow Shares

As at September 30, 2022 and 2021, 209,452 common shares are held in escrow; the release of the balance of these shares is subject to the approval of the regulatory authorities having jurisdiction.

- (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, is fixed at 3,308,200. 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 5% of the issued and outstanding shares at the date of such grant. The maximum term of stock options is five 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.

As at September 30, 2022 and 2021, there are no outstanding share purchase options or warrants.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### 9. 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 fund 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 period ended September 30, 2022. 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.

The fair value of the Company's amounts receivables, accounts payable and accrued liabilities, and amounts due to related parties 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:

#### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's exposure to credit risk includes cash and amounts receivables. The Company manages its credit risk relating to cash by dealing only with highly-rated Canadian financial institutions. As at September 30, 2022, amounts receivable of \$5,850 (September 30, 2021 - \$5,850) comprised of amounts due from a related company as described in note 4. 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, 2022, the Company had a cash balance of \$743,652 to settle current liabilities of \$161,739. 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.



## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

### 9. FINANCIAL INSTRUMENTS, CAPITAL AND RISK MANAGEMENT, continued

#### *Financial Instruments, continued*

(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.

### 10. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2022	2021
Earnings (loss) for the year	\$ (698,230)	\$ (15,327)
Expected income tax (recovery)	(189,000)	(4,000)
Share issue cost	(8,000)	
Change in unrecognized deductible temporary differences	197,000	4,000
<b>Total income tax expense (recovery)</b>	<b>\$ —</b>	<b>\$ —</b>

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2022	Expiry Date Range	2021	Expiry Date Range
<b>Temporary Differences</b>				
Share issue costs	25,000	2046		
Non-capital losses available for future period	949,000	2026 to 2042	245,000	2026 to 2041

Tax attributes are subject to review and potential adjustment by tax authorities.

### 11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions for the periods ended September 30, 2022 includes share capital valued at \$428,364 issued for debt (September 30, 2021 - \$nil)

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
September 30, 2022 and 2021  
(Expressed in Canadian Dollars)

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### **12. SEGMENTED INFORMATION**

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

### **13. SUBSEQUENT EVENTS**

Subsequent to September 30, 2022 the Company:

- Received approval from the TSXV to resume trading. The Company's shares will be reinstated for trading as a Tier 2 issuer of the TSXV.
- Received acceptance by the TSXV, of two mineral property option agreements pursuant to which the Company can acquire a majority interest in the Bisie North Tin Project (note 5)
- Closed its non-brokered private placement and issued 5,600,000 units at a price of \$0.15 per unit for gross proceeds totaling \$840,000. 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.
- announced a non-brokered private placement offering (subject to approval) of up to 10,000,000 common shares in the capital of the Company at a price of \$0.20 per share, for gross proceeds of up to \$2,000,000. To the date of this report, the Company has received \$1,105,970 towards this financing.
- Upon receipt of approval by the TSXV, the Company issued 9,000,000 common shares and paid \$250,000 to acquire a 30% interest in MRDC. In addition, the Company also issued 3,000,000 common shares and paid \$250,000 to acquire a 25% interest in Exploration Permit 15130 (note 5).

**ROME RESOURCES LTD.**

Financial Statements

For the Years Ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Rome Resources Ltd.

### *Opinion*

We have audited the accompanying financial statements of Rome Resources Ltd. (the "Company"), which comprise the statements of financial position as at September 30, 2023 and 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the financial statements, which indicates that the Company has a history of operating losses and as at September 30, 2023, has a deficit of \$18,467,630 and working capital deficiency of \$850,549. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year ended. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

### *Assessment of Impairment Indicators of Exploration and Evaluation Assets, and Investment in Associate*

As described in Notes 5 and 6 to the financial statements, the amount of the Company's exploration and evaluation assets was \$3.5 million and the investment in associated entity was \$2.2 million as of September 30, 2023. Management assesses whether any indication of impairment exists at the end of each reporting period for exploration and evaluation assets and for the investment in associate, including assessing whether there are observable indications that either assets' value has declined during the period. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment (if any).



The principal considerations for our determination that performing procedures relating to the assessment of impairment indicators of exploration and evaluation assets and investment in associate is a key audit matter includes significant judgments by management in assessing whether there were indicators of impairment, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to explore and evaluate those assets. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures to evaluate audit evidence relating to the aforementioned matters.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. These procedures included, among others:

- Evaluating the reasonableness of management's assessment of indicators of impairment for exploration and evaluation assets, and investment in associate.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Assessing the Company's rights to explore exploration and evaluation assets including sending confirmation requests to optionors to ensure good standing of agreements.
- Assessing the Company's ability to fund future expenditure requirements to maintain good standing of option agreements.

### ***Other Information***

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year ended and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Daniel Nathan.



Vancouver, Canada

Chartered Professional Accountants

January 29, 2024



## ROME RESOURCES LTD.

Statements of Financial Position  
(Expressed in Canadian Dollars)  
As at September 30,

	2023	2022
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 87,687	\$ 743,652
Amounts receivable (Note 4 and 9)	<u>—</u>	<u>5,850</u>
<b>Exploration and evaluation assets (Note 5)</b>	<b>3,478,299</b>	<b>—</b>
<b>Investment in associate (Note 6)</b>	<b><u>2,213,051</u></b>	<b><u>—</u></b>
	<b>\$ <u>5,779,037</u></b>	<b>\$ <u>749,502</u></b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 188,301	\$ 83,843
Due to related parties (Note 9)	509,391	77,896
Loans payable (Note 8)	<u>240,544</u>	<u>-</u>
	<b><u>938,236</u></b>	<b><u>161,739</u></b>
<b>Shareholders' Equity (Deficiency)</b>		
Share capital (Note 10)	19,774,836	14,826,913
Share subscriptions received in advance (Note 10)	-	840,000
Share-based compensation reserve (Note 10)	3,533,595	1,934,582
Deficit	<u>(18,467,630)</u>	<u>(17,013,732)</u>
<b>Total shareholders' equity (deficiency)</b>	<b><u>4,840,801</u></b>	<b><u>587,763</u></b>
<b>Total liability and shareholders' equity (deficiency)</b>	<b>\$ <u>5,779,037</u></b>	<b>\$ <u>749,502</u></b>

Nature of operations and going concern (Note 1)  
Subsequent events (Note 15)

These financial statements were authorized for issue by the Board of Directors on January 29, 2024.

**On behalf of the Board:**

“Mark Gasson”  
**Mark Gasson**  
**President, CEO and Director**

“David Jenkins”  
**David Jenkins**  
**Director**

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

## ROME RESOURCES LTD.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

For the years ended September 30,

	2023	2022
<b>Expenses</b>		
Consulting fees (Note 9)	\$ 154,974	\$ 18,326
Legal	141,056	208,915
Travel, promotion and advertising	115,809	2,540
Accounting and audit (Note 9)	79,303	38,600
Transfer agent and regulatory fees	52,348	63,531
Interest and bank charges	2,723	583
Office expense	1,261	263
Property investigation costs (Note 5)	-	516,790
	<b>(547,474)</b>	<b>(849,548)</b>
<b>Stock based compensation (Note 10)</b>	<b>(912,013)</b>	<b>—</b>
<b>Share of losses in associate (Note 6)</b>	<b>(4,756)</b>	<b>—</b>
<b>Gain on settlement of accounts payable (Note 7 and 10)</b>	<b>10,345</b>	<b>151,318</b>
	<b>\$ (1,453,898)</b>	<b>\$ (698,230)</b>
<b>Loss and comprehensive loss for the year</b>	<b>\$ (1,453,898)</b>	<b>\$ (698,230)</b>
<b>Basic and diluted loss per share for the year</b>	<b>\$ (0.02)</b>	<b>\$ (0.02)</b>
<b>Basic and diluted weighted average number of shares outstanding</b>	<b>65,882,286</b>	<b>41,825,299</b>

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

## ROME RESOURCES LTD.

Statements of Cash Flows  
(Expressed in Canadian Dollars)  
For the years ended September 30,

	2023	2022
<b>Cash flows from operating activities</b>		
Loss for the year	\$ (1,453,898)	\$ (698,230)
<b>Items not affecting cash:</b>		
Share based payments	912,013	—
Share of losses in associate	4,756	—
Gain on settlement of accounts payable	(10,345)	(151,318)
Changes in non-cash working capital items:		
Amounts receivable	5,850	—
Current liabilities	546,298	134,614
<b>Net cash used in operating activities</b>	<b>4,674</b>	<b>(714,934)</b>
<b>Investing activities</b>		
Exploration and evaluation costs	(2,143,299)	—
Acquisition of associate company	(1,812,807)	—
<b>Net cash used in investing activities</b>	<b>(3,956,106)</b>	<b>—</b>
<b>Financing Activities</b>		
Loans payable (including related parties)	340,544	—
Repayment of loans from related parties	(100,000)	—
Proceeds from issuance of shares, net of share issue costs	3,054,923	618,586
Share subscriptions received in advance	—	840,000
<b>Net cash provided by financing activities</b>	<b>3,295,467</b>	<b>1,458,586</b>
<b>Increase in cash during the year</b>	<b>(655,965)</b>	<b>743,652</b>
<b>Cash beginning of year</b>	<b>743,652</b>	<b>—</b>
<b>Cash end of year</b>	<b>\$ 87,687</b>	<b>\$ 743,652</b>
<b>Supplementary Cash Flow Information</b>		
Cash paid during the year for interest	\$ —	\$ —
Cash paid during the year for income taxes	—	—
	\$ —	\$ —

Supplemental Disclosure with respect to Cash Flows (Note 13).

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

## ROME RESOURCES LTD

Statement of Changes in Shareholders' Equity (Deficiency)  
(Expressed in Canadian Dollars)  
For the Years Ended September 30, 2023 and 2022

	Share Capital					Total
	Number of Shares	Amount	Subscriptions received in advance	Reserves	Deficit	
<b>Balance, September 30, 2021</b>	26,698,659	\$13,779,963	\$ —	\$ 1,934,582	\$ (16,315,502)	\$ (600,957)
Proceeds from issuance of shares, net of share issue costs	13,000,000	618,586				618,586
Shares issued for debt	8,567,280	428,364				428,364
Share subscriptions received in advance			840,000			840,000
Loss for the year					(698,230)	(698,230)
<b>Balance, September 30, 2022</b>	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)
<b>Balance, September 30, 2023</b>	86,265,939	\$19,774,836	\$ —	\$ 3,533,595	\$ (18,467,630)	4,840,801

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
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### **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 and exploring 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 September 30, 2023, has a deficit of \$18,467,630 and working capital deficiency of \$850,549. The Company will need additional funding to continue operations for the upcoming year. These events and conditions indicate that a material uncertainty exists that may cast significant doubt as to the Company's ability to continue as a going concern.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### **a) Basis of presentation**

These financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”) and which were in effect as of 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. 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.

## ROME RESOURCES LTD.

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### 2. SIGNIFICANT ACCOUNTING POLICIES (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 September 30, 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.



## ROME RESOURCES LTD.

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### 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.

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
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### **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. Receivables 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.

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
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### **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. ACCOUNTS RECEIVABLE**

Accounts receivable was due from a company owned by a director of the Company related to the sale of a subsidiary and was repaid during the year.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
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### 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 year ended September 30, 2023 the Company advanced a total of US\$1,328,186 (CAD \$1,812,806) to MRDC.

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

Subsequent to September 30, 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 exploration permit PEPM 13274 from 21.75% to 51.475% (note 15).

#### 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").

## ROME RESOURCES LTD.

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### 5. EXPLORATION AND EVALUATION ASSETS, continued

#### Exploration Permit PR 15130, continued

- 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%.
- 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 year ended September 30, 2023 the Company advanced a total of US\$1,575,704 (CAD \$2,143,299). To September 30, 2022 the Company advanced a total of US\$400,000 (CAD \$516,790) to MRDC, recorded as property investigation expense.

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 will then be immediately attributed to the CAD \$1,750,000 to be incurred in exploration and evaluation expenditures pursuant to the MRDC Second Option and will be deemed to be repaid.

		<b>Year ended September 30, 2023</b>
Acquisition Costs (Shares – Note 10)	\$	1,335,000
Payments Made towards option agreement		2,143,299
<b>Total carrying value Claim 15130</b>	<b>\$</b>	<b>3,478,299</b>

## ROME RESOURCES LTD.

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### 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.

	<b>Year ended September 30, 2023</b>
Acquisition Costs (Shares – Note 10)	\$ 405,000
Payments Made towards option agreement	1,812,807
Share of losses in associated company	(4,756)
<b>Total carrying value – Investment in Associate</b>	<b>\$ 2,213,051</b>

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

	<b>September 30, 2023</b>
Current assets	\$ 112,150
Non-current assets	3,695,483
Current liabilities	(1,533,266)
<b>Deficiency (Equity)</b>	<b>\$ 2,274,367</b>
Cost of investment	2,217,807
Company's share of net loss – 30%	(4,756)
<b>Company's carrying amount of the investment</b>	<b>\$ 2,213,051</b>
Total comprehensive loss – MDRC	(15,853)
Company's share of above loss – 30%	(4,756)

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 September 30, are broken down as follows:

	<b>2023</b>	<b>2022</b>
Trade payables	\$ 138,301	\$ 59,843
Accrued liabilities	50,000	24,000
<b>Total</b>	<b>\$ 188,301</b>	<b>\$ 83,843</b>

During the fiscal 2023 the Company settled certain accounts payable. The amounts settled in cash resulted in a gain of \$10,345 which is included in the gain on the settlement of accounts payable. During the year ended September 30, 2022 the Company settled certain accounts payable for shares and cash. The amounts settled in cash resulted in a gain of \$125,242 which is included in the gain on the settlement of accounts payable.



## ROME RESOURCES LTD.

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### 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. These loans were settled via the issuance of 2,000,000 shares subsequent to the year (Note 15). Of these loans, \$200,000 are payable to related parties of the Company (Note 9). The company also assumed a loan from a related party totaling \$159,456 (US\$120,000), this loan was unsecured, interest free and has a maturity date of July 2024. An additional \$100,000 was loaned from a related party and repaid during the year.

### 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:

Key management personnel:

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 current year there was \$24,000 (2022 - \$18,000) paid to a director, David Jenkins, for consulting services rendered to the Company and \$21,543 (2022 - \$4,600) was paid to Sheryl Jones, the CFO of the Company for accounting services. In addition, there is \$309,409 (2022 - \$65,896) payable to a director, Dr. Georg Schnura for cash advances and expenses incurred during the year on behalf of the Company.

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.

During the year ended September 30, 2022 there was \$12,000 accrued to a director, for consulting services rendered to the Company and \$4,600 was paid to the CFO of the Company for accounting services.

- b) As at September 30, 2023 due to related parties totaling \$349,935 (September 30, 2022 - \$77,896) 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. During the year ended September 30, 2022, \$367,364 of related party debt was settled by the issuance of shares. 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 via the issuance of shares subsequent to the period (Note 15).
- c) Amounts receivable of \$5,850 was due from a related company as described in Note 4 and was repaid during fiscal 2023.
- d) During the year ended September 30, 2023, there was \$336,545 of share based compensation issued to related parties (2022- \$nil).

### 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 September 30, 2023 the total issued and outstanding share capital was 86,265,939 shares (September 30, 2022 - 48,265,939 shares).

## ROME RESOURCES LTD.

Notes to the Financial Statements  
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### 10. SHARE CAPITAL AND RESERVES, continued

During the year ended September 30, 2023:

- The Company raised \$840,000 by the issuance of 5,600,000 units at \$0.15, 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 raised \$2,000,000 by the issuance of 10,000,000 shares at \$0.20 per share. The securities issued pursuant to the private placement are restricted from trading until June 11, 2023.
- The Company raised \$1,100,000 by the issuance of 4,400,000 units at \$0.25 per unit for gross proceeds of \$1.1 million. Each unit is comprised of one common share and half of one non-transferable common share purchase warrant with each warrant exercisable for one common share at \$0.30 per share within 2 years of the issue date.
- The warrants attached to the private placements that were issued during the year had a residual value of \$687,000 allocated to the warrants. In addition, the Company incurred related share issue costs of \$45,078.
- The Company issued 9,000,000 common shares (and expended \$250,000) to acquire a 30% interest in MRDC. In addition, the Company issued 3,000,000 common shares (and expended \$250,000) to acquire a 25% interest in Exploration Permit 15130 (refer notes 5 and 6).
- The company acquired a further 26% indirect interest in PR 15130 by issuing a total of 6,000,000 shares (Note 5)
- Subsequent to the period the company entered into a shares for debt agreement with an arms-length creditor to settle \$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.

During the year ended September 30, 2022, the Company raised \$650,000 by the issuance of 13,000,000 shares at \$0.05 for a private placement, and in connection incurred \$31,414 in share issuance costs. The Company also issued 8,567,280 shares valued at \$428,364 to settle debt of \$454,440 resulting in a gain of \$26,076. In addition, the Company received \$840,000 toward a future private placement (Note 13).

#### (c) Escrow Shares

As at September 30, 2023 there are 15,209,452 common shares held in escrow (September 30, 2022 – 209,452).

## ROME RESOURCES LTD.

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### 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.

#### (f) Stock Options

Stock option transactions during the year:

	Options outstanding	Weighted average exercise price
Balance September 30, 2022 and 2021	–	–
Issued	4,000,000	\$0.26
Balance September 30, 2023	4,000,000	\$0.26

Fair value of options granted:

On February 9, 2023, the Company granted an aggregate of 3,300,000 incentive stock options, on February 20, 2023 a further 200,000 incentive stock options were granted; and on April 27<sup>th</sup> an additional 500,000 incentive stock options were granted. All options are exercisable at \$0.26 per share for a period of three years. During the year ending September 30, 2023, a total value of \$912,013 (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	3,300,000	200,000	500,000
Share trading price on date of grant	\$0.34	\$0.32	\$0.31
Risk-free interest rate	3.47%	3.78%	3.35%
Expected dividend yield	Nil	Nil	Nil
Expected stock price volatility	100%	100%	100%
Expected life	3	3	3
Expected forfeiture rate	Nil	Nil	Nil

As at September 30, 2023, there are 4,000,000 share purchase options outstanding exercisable at \$0.26, 3,300,000 expire on February 9, 2026 200,000 expire on February 20, 2026, and 500,000 expire on April 27, 2026.

## ROME RESOURCES LTD.

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### 10. SHARE CAPITAL AND RESERVES, continued

#### g) Share purchase warrants

	Warrants outstanding	Weighted average exercise price
Balance September 30, 2022 and 2021	–	–
Issued	7,800,000	\$0.25
Balance September 30, 2023	7,800,000	\$0.25

As at September 30, 2023, there were 5,600,000 share purchase warrants outstanding exercisable to purchase one common share at \$0.25 and expire on November 18, 2023 (expired subsequent to the period), and 2,200,000 share purchase warrants outstanding exercisable to purchase one common share at \$0.25 and expire on June 9, 2025.

### 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 fund 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 amounts receivable, 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

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
September 30, 2023 and 2022  
(Expressed in Canadian Dollars)

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### *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 amounts receivables. The Company manages its credit risk relating to cash by dealing only with highly-rated Canadian financial institutions. As at September 30, 2023, amounts receivable of \$Nil (September 30, 2022 - \$5,850) comprised of amounts due from a related company as described in note 4. 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.

### ***Financial Instruments, continued***

#### *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.

## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2023 and 2022  
(Expressed in Canadian Dollars)

### 12. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2023	2022
Earnings (loss) for the year	(1,453,898)	\$ (698,230)
Expected income tax (recovery)	(393,000)	(189,000)
Permanent differences	247,000	—
Share issue cost	(12,000)	(8,000)
Change in unrecognized deductible temporary differences	158,000	197,000
<b>Total income tax expense (recovery)</b>	<b>\$ —</b>	<b>\$ —</b>

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2023	2022
Deferred tax assets (liabilities)		
Exploration and evaluation assets	\$ —	\$ —
Share issue costs	15,000	7,000
Investment in associates	1,000	—
Non-capital losses	405,000	256,000
	421,000	263,000
Unrecognized deferred tax assets	(421,000)	(263,000)
<b>Net deferred tax assets</b>	<b>\$ —</b>	<b>\$ —</b>

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2023	Expiry Date Range	2022	Expiry Date Range
<b>Temporary Differences</b>				
Share issue costs	55,000	2044 to 2047	25,000	2043 to 2046
Investment in associates	5,000	No expiry date	—	No expiry date
Non-capital losses available for future period	1,502,000	2027 to 2043	949,000	2027 to 2042
Canada	1,502,000	2027 to 2043	949,000	2027 to 2042

Tax attributes are subject to review and potential adjustment by tax authorities.

### 13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

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. For the year ended September 30, 2022 significant non-cash transactions include share capital valued at \$428,364 issued for debt.



## ROME RESOURCES LTD.

Notes to the Financial Statements  
September 30, 2023 and 2022  
(Expressed in Canadian Dollars)

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### 14. SEGMENTED INFORMATION

The Company has one reportable segment, being the acquisition and exploration of exploration and evaluation assets. All long-lived assets are located in the Democratic Republic of the Congo ("DRC").

### 15. SUBSEQUENT EVENTS

Subsequent to September 30, 2023 the Company:

- Closed a non-brokered private placement of 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 5) 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.
- Granted 250,000 incentive stock options to a director pursuant to its stock option plan. The options have a three-year term and an exercise price of \$0.26 per common share, and vest immediately.
- Entered into a shares for debt agreement with an arms-length creditor to settle \$99,425 in debt owed by issuing 485,000 common shares.
- 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.

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. 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 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.

### 15. SUBSEQUENT EVENTS, continued

## **ROME RESOURCES LTD.**

Notes to the Financial Statements  
September 30, 2023 and 2022  
(Expressed in Canadian Dollars)

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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.15.

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.

- Announced that it has 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 exploration 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.

**ROME RESOURCES LTD.**

Interim Unaudited Condensed Consolidated Financial Statements (Amended)

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 CONSOLIDATED 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 consolidated financial statements; they must be accompanied by a notice indicating that the consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated 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 consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

## ROME RESOURCES LTD.

Interim Unaudited Condensed Consolidated Statements of Financial Position (Amended)

(Expressed in Canadian Dollars)

As at

	December 31, 2023	<i>Unconsolidated</i> September 30, 2023 <i>(Audited)</i>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 127,360	\$ 87,687
Prepaid expenses and deposits (Note 4)	26,792	—
	<u>154,152</u>	<u>87,687</u>
<b>Exploration and evaluation assets (Note 5)</b>	<b>14,077,329</b>	3,478,299
<b>Investment in associate (Note 6)</b>	<u>—</u>	<u>2,213,051</u>
	<b>\$ 14,231,481</b>	<b>\$ 5,779,037</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 338,083	\$ 188,301
Due to related parties (Note 9)	354,503	509,391
Loans payable (Note 8)	958,850	240,544
	<u>1,651,436</u>	<u>938,236</u>
<b>Shareholders' Equity</b>		
Share capital (Note 10)	26,594,261	19,774,836
Share-based compensation reserve (Note 10)	3,568,742	3,533,595
Deficit	(18,690,934)	(18,467,630)
<b>Total shareholders' equity</b>	<u>11,472,069</u>	<u>4,840,801</u>
<b>Non-controlling interest (Note 6)</b>	<u>1,107,976</u>	—
<b>Total liability and shareholders' equity</b>	<u>\$ 14,231,481</u>	<u>\$ 5,799,037</u>

Nature of operations and going concern (Note 1)

Subsequent events (Note 14)

**On behalf of the Board:**

“Mark Gasson”  
**Mark Gasson**  
President, CEO and Director

“Georg Schnura”  
**Georg Schnura**  
Director

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

## ROME RESOURCES LTD.

Interim Unaudited Condensed Consolidated Statements of Loss and Comprehensive Loss (Amended)

(Expressed in Canadian Dollars)

For the three months ended December 31,

	2023	2022
<b>Expenses</b>		
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
	<u>178,311</u>	<u>72,560</u>
<b>Stock based compensation (Note 10)</b>	<b>35,147</b>	<b>—</b>
<b>Share of losses in associate (Note 6)</b>	<b>9,846</b>	<b>—</b>
	<u>223,304</u>	<u>72,560</u>
<b>Net loss and comprehensive loss for the three-month period</b>	<b>223,304</b>	<b>72,560</b>
	<u>0.00</u>	<u>0.00</u>
<b>Basic and diluted loss per share for the three-month period</b>	<b>0.00</b>	<b>0.00</b>
	<u>92,243,384</u>	<u>56,492,026</u>
<b>Basic and diluted weighted average number of shares outstanding</b>	<b>92,243,384</b>	<b>56,492,026</b>

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



## ROME RESOURCES LTD.

Interim Unaudited Condensed Consolidated Statements of Cash Flows (Amended)

(Expressed in Canadian Dollars)

For the three months ended December 31,

	2023	2022
<b>Cash flows from operating activities</b>		
Net loss for the period	\$ (223,304)	\$ (72,560)
<b>Items not affecting cash</b>		
Share based payments	35,147	—
Share of losses in associate	9,846	—
Prepaid expenses	(26,792)	—
Current liabilities	94,319	22,797
<b>Net cash used in operating activities</b>	<b>(110,784)</b>	<b>(49,763)</b>
<b>Investing activities</b>		
Exploration and evaluation costs	(699,273)	(409,570)
Cash acquired through acquisition of associated company	40,019	—
Acquisition of associate company – cash advances	(707,941)	—
<b>Net cash used in investing activities</b>	<b>(1,367,195)</b>	<b>(409,570)</b>
<b>Financing activities</b>		
Loans payable (including related parties)	718,306	—
Net proceeds from shares issued	720,000	840,000
Increase/decrease in share subscriptions	—	(840,000)
<b>Net cash used/provided by financing activities</b>	<b>1,438,306</b>	<b>—</b>
<b>Net change in cash during the period</b>	<b>39,673</b>	<b>(459,333)</b>
<b>Cash beginning of period</b>	<b>87,687</b>	<b>743,652</b>
<b>Cash end of period</b>	<b>\$ 127,360</b>	<b>\$ 284,319</b>
<b>Supplementary Cash Flow Information</b>		
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 consolidated financial statements.

## ROME RESOURCES LTD

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

	Share Capital							Total
	Number of Shares	Amount	Subscriptions received in advance	Share-based compensation reserve	Deficit	Ion - Controlling Interest		
<b>Balance, September 30, 2022</b>	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)	
<b>Balance, December 31, 2022</b>	<b>65,865,939</b>	<b>17,466,913</b>	<b>—</b>	<b>1,934,582</b>	<b>(17,086,292)</b>	<b>—</b>	<b>2,315,203</b>	
<b>Balance, September 30, 2022</b>	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)	
<b>Balance, September 30, 2023</b>	<b>86,265,939</b>	<b>\$19,774,836</b>	<b>\$ —</b>	<b>\$ 3,533,595</b>	<b>\$ (18,467,630)</b>	<b>\$ —</b>	<b>4,840,801</b>	
<b>Balance, September 30, 2023</b>	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	
Non-Controlling Interest on acquisition of MDRC (Note 6)	—	—	—	—	—	1,107,976	1,107,976	
Loss for the three-month period	—	—	—	—	(223,304)	—	(223,304)	
<b>Balance, December 31, 2023</b>	<b>120,350,939</b>	<b>26,594,261</b>	<b>\$ —</b>	<b>3,568,742</b>	<b>(18,690,934)</b>	<b>\$ 1,107,976</b>	<b>12,580,045</b>	

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

## **ROME RESOURCES LTD.**

Notes to the Unaudited Interim Consolidated Condensed Financial Statements (Amended)  
December 31, 2023 and 2022  
(Expressed in Canadian Dollars)

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### **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 entered into an option agreement with a non-arm's length party and acquired a 71% interest in the issued and outstanding shares in Medidoc-RD Congo SARLU ("MRDC"). MRDC has interest in properties situated in the Walikale District of the North Kivu Province in eastern Democratic Republic of the Congo ("DRC").

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 consolidated 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 consolidated 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 \$18,690,934 (September 30, 2023 \$18,467,630) and a working capital deficiency of \$1,497,284 (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 consolidated financial statements do not include all the information required for full annual financial statements. The condensed interim consolidated financial statements should be read in conjunction with the Company's annual audited (unconsolidated) financial statements for the year ended September 30, 2023.

The consolidated 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 consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these consolidated 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.

## ROME RESOURCES LTD.

Notes to the Unaudited Interim Consolidated Condensed Financial Statements (Amended)  
December 31, 2023 and 2022  
(Expressed in Canadian Dollars)

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of presentation

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.
- 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) Principles of consolidation

These interim condensed consolidated financial statements incorporate the financial statements of the Company and its subsidiary. Subsidiaries are entities which the Company controls, either directly or indirectly, where control is defined as the power to govern an entity's financial and operating policies and generally accompanies a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that may arise upon the exercise or conversion of non-voting securities are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and they are deconsolidated from the date on which control ceases. All intercompany transactions and balances have been eliminated upon consolidation.

<u>Name of Subsidiary</u>	<u>Country of Incorporation</u>	<u>Percentage of Ownership</u>	<u>Principal Activity</u>
Medidoc-RD Congo SARLU	Democratic Republic of the Congo	71%	Exploration

#### c) 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.

## ROME RESOURCES LTD.

Notes to the Unaudited Interim Consolidated Condensed Financial Statements (Amended)  
December 31, 2023 and 2022  
(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### d) 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.

#### e) 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.

#### f) 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.

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### f) Financial instruments, continued

*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.

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.

#### g) 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.



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### **2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **g) Investment in Associate, continued**

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.

#### **h) 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.

#### **i) 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.

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### j) 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 AND DEPOSITS

Prepaid expenses are prepayments for legal fees related to the Pathfinder transaction described in note 8, and rental deposits paid in MDRC.

### 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 (the "MRDC 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").
- During the three months ended December 31, 2023, the Company acquired 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) ("MRDC Second Option").

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.

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### 5. EXPLORATION AND EVALUATION ASSETS (continued)

#### Exploration Permit PR 13274, continued

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.

#### 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%.

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 (see Note 14).

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**5. EXPLORATION AND EVALUATION ASSETS , continued**

The carrying values of each of the permits are as follows:

	<b>Exploration Permit 13274</b>	Exploration Permit 15130	Total
Balance forward Sept. 30, 2022	\$ —	\$ —	—
Acquisition Costs (Shares–Note 10)	—	1,335,000	1,335,000
Payments Made towards option agreement	—	2,143,299	2,143,299
<b>Total carrying value Sept. 30, 2023</b>	<b>\$ —</b>	<b>\$ 3,478,299</b>	<b>3,478,299</b>
Payments Made towards option agreement	<b>1,210,629</b>	<b>210,892</b>	<b>1,421,521</b>
Additions (reallocation) from Acquisition of MDRC	<b>9,986,768</b>	<b>(809,259)</b>	<b>9,177,509</b>
<b>Carrying Value Dec. 31, 2023</b>	<b>11,197,397</b>	<b>\$ 2,879,932</b>	<b>14,077,329</b>

**6. INVESTMENT AND ACQUISITION OF ASSOCIATE**

The Company earned a 30% interest MRDC upon the exercise of the MRDC First Option. The Company's interest was accounted for using the equity method in the financial statements. On December 31, 2023, the Company acquired a further 41% interest in MRDC (for a total interest of 71%) pursuant to the MRDC Second Option (refer Note 5).

The equity loss of MDRC from acquisition on August 15, 2022 until consolidation effective December 31, 2023 was \$14,601. A reconciliation of the equity investment is as follows:

<u>Equity Investment</u>	
Additions from date of acquisition to December 31, 2023	\$ 6,405,000
Equity loss from date of acquisition to December 31, 2023	(14,601)
Adjustment on consolidating MDRC	(6,390,399)
<b>Total Equity investment as at December 31, 2023</b>	<b>—</b>
<u>Advances</u>	
Additions from date of acquisition to December 31, 2023	3,577,965
Adjustment on consolidating MDRC	(3,577,965)
<b>Total Advances as at December 31, 2023</b>	<b>—</b>
<b>Total Equity investment and advances as at December 31, 2023</b>	<b>\$ —</b>

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### 6. INVESTMENT AND ACQUISITION OF ASSOCIATE

Effective December 31, 2023, the associated company did not meet the definition of a business for accounting purposes in accordance with IFRS 3. For accounting purposes, the transition from MRDC being an equity investment to consolidating 100% of MRDC into the consolidated financial statements of the Company was treated as an asset acquisition. As such, the fair value assigned to the identified assets acquired and liabilities assumed are presented below:

<b><u>Cost of Acquisition</u></b>	
Equity investment	\$ 6,390,399
Advances	3,577,965
	<u>\$ 9,968,364</u>
<b><u>Allocated as follows:</u></b>	
Cash	40,019
Prepays and deposits	13,292
Exploration and evaluation assets	11,197,397
Accounts payable	(174,368)
Non-controlling interest	(1,107,976)
	<u>\$ 9,968,364</u>

### 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:

	<u>December 31, 2022</u>	<u>September 30, 2023</u>
Trade payables	\$ 325,583	\$ 138,301
Accrued liabilities	12,500	50,000
<b>Total</b>	<b>\$ 338,083</b>	<b>\$ 188,301</b>

### 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. Of these loans, \$200,000 were payable to directors of the Company (Note 9). During the three months ended December 31, 2023, all of the loan agreements were superseded by subscription agreements whereby the lenders collectively agreed to use the total of \$400,000 in loan proceeds for the purchase of a total of 2,000,000 units in the capital of the Company (Note 10).

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").

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### 8. LOANS PAYABLE (continued)

The Company entered into a loan agreement dated December 21, 2023 with Pathfinder Minerals Plc ("Pathfinder"), which was amended subsequent to the period effective January 10, 2024 (the "Loan Agreement") pursuant to which Pathfinder agreed to loan a total of \$2,500,000 to Rome (the "Pathfinder Loan"). The Loan Agreement provides for the grant of loan bonuses to Pathfinder whereby a total of up to 12,500,000 share purchase warrants may be issued to Pathfinder in connection with the Pathfinder 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 earlier of the term of the Loan (which is the later of the Final Repayment Date or the Extended Repayment Date (as defined in the Loan Agreement)) or a maximum of five years. The Final Repayment Date is 12 months from January 12, 2024.

The Pathfinder Loan has a term of up to 24 months. The Company must repay the Pathfinder Loan, together with a fixed payment on the Pathfinder Loan equal to 10% of the outstanding balance of the Pathfinder Loan, which fixed payment will increase to 15% of the outstanding balance of the Pathfinder Loan if the proposed transaction between the Company and Pathfinder 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.

To December 31, 2023, the Company received \$500,000 in loans from Pathfinder. The remaining \$2,000,000 was received and \$100,000 was repaid subsequent to the period (Note 14). As at May 6, 2024 the loan balance owing to Pathfinder is \$2,400,000.

### 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:

Key management personnel:

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.

During the quarter ended December 31, 2023, the Company issued 10,000,000 common shares in its capital to Mark Gasson, the President and a director of the Company, pursuant to the MRDC Option Agreement (Note 5).

- b) 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 directors totalling \$200,000. These loans were unsecured and interest free. During the current period the loan agreements pertaining to these loans were superseded by subscription agreements whereby the directors agreed to use the \$200,000 in loan proceeds for the purchase of 1,000,000 units in the capital of the Company (as discussed in Note 8; see also Note 10(b)). 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).



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### **9. RELATED PARTY TRANSACTIONS (continued)**

- c) 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, 2023 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 in loan proceeds (referred to in Note 8) agreed by the lenders to be used for the purchase of units in 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).

- (c) Escrow Shares

As at December 31, 2023 there are 42,209,452 common shares held in escrow (September 30, 2023 – 15,209,452). Of these shares 209,452 shares were held in escrow pursuant to a 2001 escrow agreement providing for the release of shares over time (see Note 14) and 42,000,000 shares were subject to the provisions of a value escrow agreement dated November 14, 2022 which provides for the release of all escrowed shares over a 36-month period commencing November 18, 2022 with a tranche of shares being released every six months.

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### 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.

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### 10. SHARE CAPITAL AND RESERVES (continued)

#### g) Share purchase warrants

	Warrants outstanding	Weighted average exercise price
Balance September 30, 2023	7,800,000	\$0.264
Expired unexercised	(5,600,000)	\$0.25
Issued	3,600,000	\$0.25
Balance December 31, 2023	5,800,000	\$0.269

As at December 31, 2023, there were 5,800,000 share purchase warrants outstanding of which 2,200,000 are each exercisable to purchase one common share at \$0.30 per share on or before June 9, 2025 and 3,600,000 are each exercisable to purchase one common share at \$0.25 per share and expire on November 18, 2025. 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 fund 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:

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### 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 \$127,360 to settle current liabilities of \$1,651,436. 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 MDRC 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.

## **ROME RESOURCES LTD.**

Notes to the Unaudited Interim Consolidated Condensed Financial Statements (Amended)

December 31, 2023 and 2022

(Expressed in Canadian Dollars)

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### **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 and repaid \$100,000 of such loans as described in Note 8. Effective January 12, 2024, following receipt of conditional acceptance for filing of the Loan Agreement and the proposed issuance of bonus warrants from the TSX-V, the Company issued 10,000,000 share purchase warrants to Pathfinder as a loan bonus pursuant to the Loan Agreement, where each share purchase warrant is exercisable at \$0.25 per share. The bonus share purchase warrants will expire as per the Loan Agreement (see Note 8).

Subsequent to December 31, 2023, the Company entered into an assignment and assumption agreement dated April 11, 2024 with Palm pursuant to which it agreed to transfer and assign its interest in the Term Sheet to Pathfinder, subject to closing of the Transaction. See also Note 5.

Subsequent to December 31, 2023, 209,452 shares were released from escrow. The 209,452 shares were held in escrow pursuant to a 2001 escrow agreement providing for the release of shares over time. See also Note 8.

**ROME RESOURCES LTD.**

Interim Unaudited Condensed Consolidated Financial Statements

For the Six and Three Months Ended March 31, 2024 and 2023

(Expressed in Canadian Dollars)



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

**NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED 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 consolidated financial statements; they must be accompanied by a notice indicating that the consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated 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 consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

## ROME RESOURCES LTD.

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

	<b>March 31, 2024</b>	<i>Unconsolidated</i> September 30, 2023 <i>(Audited)</i>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 316,914	\$ 87,687
Prepaid expenses and deposits (Note 4)	59,218	—
	<u>376,132</u>	<u>87,687</u>
<b>Exploration and evaluation assets (Note 5)</b>	<b>15,257,957</b>	3,478,299
<b>Investment in associate (Note 6)</b>	<u>—</u>	<u>2,213,051</u>
	<b>\$ 15,634,089</b>	<b>\$ 5,779,037</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 27,229	\$ 188,301
Due to related parties (Note 9)	278,609	509,391
Loans payable (Note 8)	2,958,850	240,544
	<u>3,264,688</u>	<u>938,236</u>
<b>Shareholders' Equity</b>		
Share capital (Note 10)	26,594,261	19,774,836
Share-based compensation reserve (Note 10)	3,568,742	3,533,595
Deficit	(18,898,062)	(18,467,630)
<b>Total shareholders' equity</b>	<u>11,264,941</u>	<u>4,840,801</u>
<b>Non-controlling interest (Note 6)</b>	<u>1,104,460</u>	—
<b>Total liability and shareholders' equity</b>	<b>\$ 15,634,089</b>	<b>\$ 5,799,037</b>

Nature of operations and going concern (Note 1)

Subsequent events (Note 14)

### On behalf of the Board:

“Mark Gasson”  
**Mark Gasson**  
President, CEO and Director

“Serge Nawej Tshitembu”  
**Serge Nawej Tshitembu**  
Director

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

## ROME RESOURCES LTD.

Interim Unaudited Condensed Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

March 31,

Three Months Ended		Six Months Ended	
2024	2023	2024	2023
<i>(Unconsolidated)</i>		<i>(Unconsolidated)</i>	
<b>Expenses</b>			
\$ 82,863	\$ 43,902	\$ 134,937	\$ 86,717
81,552	11,715	103,236	14,536
33,103	12,400	55,844	27,197
(26,294)	23,300	39,705	29,300
5,225	17,040	17,354	21,679
15,426	732	18,786	1,417
63	—	387	804
<b>191,938</b>	<b>109,089</b>	<b>370,249</b>	<b>181,650</b>
15,190	—	15,190	—
—	941,487	35,147	941,486
—	(10,345)	—	(10,345)
—	4,114	9,846	4,114
<b>Net loss and comprehensive loss for the period</b>			
<b>\$ 207,128</b>	<b>\$ 1,044,345</b>	<b>\$ 430,432</b>	<b>\$ 1,116,905</b>
<b>Basic and diluted loss per share for the period</b>			
<b>\$ 0.00</b>	<b>\$ 0.01</b>	<b>\$ 0.00</b>	<b>\$ 0.02</b>
<b>Basic and diluted weighted average number of shares outstanding</b>			
<b>120,350,939</b>	<b>71,310,383</b>	<b>106,220,336</b>	<b>59,184,334</b>

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

## ROME RESOURCES LTD.

Interim Unaudited Condensed Consolidated Statements of Cash Flows  
(Expressed in Canadian Dollars)  
March 31,

Three Months Ended		Six Months Ended	
2024	2023	2024	2023
<i>(Unconsolidated)</i>		<i>(Unconsolidated)</i>	
<b>Cash flows from operating activities</b>			
\$ (207,128)	\$ (1,044,345)	\$ (430,432)	\$ (1,116,905)
<b>Items not affecting cash:</b>			
—	941,486	35,147	941,486
—	4,114	9,846	4,114
Changes in non-cash working capital items:			
—	(10,345)	—	(10,345)
(32,426)		(59,218)	
(386,748)	(95,246)	(292,429)	118,043
<b>(626,302)</b>	<b>(13,844)</b>	<b>(737,086)</b>	<b>(63,607)</b>
<b>Investing activities</b>			
(1,184,144)	(804,750)	(1,804,071)	(1,214,320)
—		40,019	—
—	(1,127,324)	(707,941)	(1,127,324)
<b>(1,184,144)</b>	<b>(1,932,074)</b>	<b>(2,471,993)</b>	<b>(2,341,644)</b>
<b>Cash flows from financing activities</b>			
2,000,000	—	2,718,306	—
—	1,975,150	720,000	2,815,150
—	—	—	(840,000)
<b>2,000,000</b>	<b>1,975,150</b>	<b>3,438,306</b>	<b>1,975,150</b>
<b>189,554</b>	<b>29,232</b>	<b>229,227</b>	<b>(430,101)</b>
<b>127,360</b>	<b>284,319</b>	<b>87,687</b>	<b>743,652</b>
<b>\$ 316,914</b>	<b>\$ 313,551</b>	<b>\$ 316,914</b>	<b>\$ 313,551</b>
<b>Supplementary Cash Flow Information</b>			
\$ —	\$ —	\$ —	\$ —
—	—	—	—
\$ —	\$ —	\$ —	\$ —

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

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

## ROME RESOURCES LTD

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

	Share Capital						Total
	Number of Shares	Amount	Subscriptions received in advance	Share-based compensation reserve	Deficit	Non-Controlling Interest	
<b>Balance, September 30, 2022</b>	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	15,600,000	2,815,150	(840,000)	—	—	—	1,975,150
Shares issued for the acquisition of exploration and evaluation assets	3,000,000	600,000	—	—	—	—	600,000
Share issued for the acquisition of associated company	9,000,000	1,800,000	—	—	—	—	1,800,000
Stock based compensation	—	—	—	941,486	—	—	941,486
Loss for the three-month period	—	—	—	—	(1,116,905)	—	(1,116,905)
<b>Balance, March 31, 2023</b>	<b>75,865,939</b>	<b>20,042,063</b>	—	<b>2,876,068</b>	<b>(18,130,637)</b>	—	<b>\$ 4,487,494</b>
<b>Balance, September 30, 2022</b>	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)
<b>Balance, September 30, 2023</b>	86,265,939	\$19,774,836	\$ —	\$ 3,533,595	\$ (18,467,630)	\$ —	4,840,801
<b>Balance, September 30, 2023</b>	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
Non-Controlling Interest - MRDC (Note 6)	—	—	—	—	—	1,104,460	1,104,460
Loss for the six-month period	—	—	—	—	(430,432)	—	(430,432)
<b>Balance, March 31, 2024</b>	<b>120,350,939</b>	<b>26,594,261</b>	\$ —	<b>3,568,742</b>	<b>(18,898,062)</b>	<b>\$ 1,104,460</b>	<b>12,369,401</b>

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

## **ROME RESOURCES LTD.**

Notes to the Unaudited Interim Consolidated Condensed Financial Statements  
March 31, 2024 and 2023  
(Expressed in Canadian Dollars)

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### **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 entered into an option agreement with a non-arm's length party and acquired a 71% interest in the issued and outstanding shares in Medidoc-RD Congo SARLU ("MRDC"). MRDC has interest in properties situated in the Walikale District of the North Kivu Province in eastern Democratic Republic of the Congo ("DRC").

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 consolidated 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 consolidated 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 March 31, 2024, has a deficit of \$18,898,062 (September 30, 2023 \$18,467,630) and a working capital deficiency of \$2,888,556 (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 consolidated financial statements do not include all the information required for full annual financial statements. The condensed interim consolidated financial statements should be read in conjunction with the Company's annual audited (unconsolidated) financial statements for the year ended September 30, 2023.

The consolidated 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 consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these consolidated 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.



## ROME RESOURCES LTD.

Notes to the Unaudited Interim Consolidated Condensed Financial Statements  
March 31, 2024 and 2023  
(Expressed in Canadian Dollars)

### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### a) Basis of presentation

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.
- 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) Principles of consolidation

These interim condensed consolidated financial statements incorporate the financial statements of the Company and its subsidiary. Subsidiaries are entities which the Company controls, either directly or indirectly, where control is defined as the power to govern an entity's financial and operating policies and generally accompanies a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that may arise upon the exercise or conversion of non-voting securities are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and they are deconsolidated from the date on which control ceases. All intercompany transactions and balances have been eliminated upon consolidation.

<u>Name of Subsidiary</u>	<u>Country of Incorporation</u>	<u>Percentage of Ownership</u>	<u>Principal Activity</u>
Medidoc-RD Congo SARLU	Democratic Republic of the Congo	71%	Exploration

The statement of loss and comprehensive loss, cash flow statement and statement of shareholder's equity as at March 31, 2023 are unconsolidated.

## **ROME RESOURCES LTD.**

Notes to the Unaudited Interim Consolidated Condensed Financial Statements  
March 31, 2024 and 2023  
(Expressed in Canadian Dollars)

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### **2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **c) 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.

#### **d) 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.

#### **e) 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.

## ROME RESOURCES LTD.

Notes to the Unaudited Interim Consolidated Condensed Financial Statements  
March 31, 2024 and 2023  
(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### f) 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.

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.

## **ROME RESOURCES LTD.**

Notes to the Unaudited Interim Consolidated Condensed Financial Statements  
March 31, 2024 and 2023  
(Expressed in Canadian Dollars)

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### **2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **g) 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.

#### **h) 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.

#### **i) 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.

## ROME RESOURCES LTD.

Notes to the Unaudited Interim Consolidated Condensed Financial Statements  
March 31, 2024 and 2023  
(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### i) Exploration and Evaluation Properties (continued)

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.

#### j) 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 AND DEPOSITS

Prepaid expenses are prepayments for legal fees related to the Pathfinder transaction described in note 8, and rental deposits paid in MRDC.

### 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 (the "MRDC 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").

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### 5. EXPLORATION AND EVALUATION ASSETS (continued)

#### Exploration Permit PR 13274 (continued)

- On December 31, 2023, the Company acquired 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) ("MRDC Second Option").

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 period ended December 31, 2023, the Company fully exercised the second option under its option agreement for MRDC. 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.

#### 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%.

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 (see Note 14).



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**5. EXPLORATION AND EVALUATION ASSETS (continued)**

The carrying values of each of the permits are as follows:

	<b>Exploration Permit 13274</b>	Exploration Permit 15130	Total
Balance forward Sept. 30, 2022	\$ —	\$ —	—
Acquisition Costs (Shares–Note 10)	—	1,335,000	1,335,000
Payments Made towards option agreement	—	2,143,299	2,143,299
<b>Total carrying value Sept. 30, 2023</b>	<b>\$ —</b>	<b>\$ 3,478,299</b>	<b>3,478,299</b>
Payments Made towards option agreement	<b>1,775,308</b>	<b>826,841</b>	<b>2,602,149</b>
Additions (reallocation) from Acquisition of MRDC	<b>9,986,768</b>	<b>(809,259)</b>	<b>9,177,509</b>
<b>Carrying Value March 31, 2024</b>	<b>11,762,076</b>	<b>\$ 3,495,881</b>	<b>15,257,957</b>

**6. INVESTMENT AND ACQUISITION OF ASSOCIATE**

The Company earned a 30% interest in MRDC upon the exercise of the MRDC First Option. The Company's interest was accounted for using the equity method in the financial statements. On December 31, 2023, the Company acquired a further 41% interest in MRDC (for a total interest of 71%) pursuant to the MRDC Second Option (refer Note 5).

The equity loss of MRDC from acquisition on August 15, 2022 until consolidation effective December 31, 2023 was \$14,601. A reconciliation of the equity investment is as follows:

<u>Equity Investment</u>	
Additions from date of acquisition to December 31, 2023	\$ 6,405,000
Equity loss from date of acquisition to December 31, 2023	(14,601)
Adjustment on consolidating MRDC	(6,390,399)
<b>Total Equity investment as at December 31, 2023</b>	<b>—</b>
<u>Advances</u>	
Additions from date of acquisition to December 31, 2023	3,577,965
Adjustment on consolidating MRDC	(3,577,965)
<b>Total Advances as at December 31, 2023</b>	<b>—</b>
<b>Total Equity investment and advances as at December 31, 2023</b>	<b>\$ —</b>

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### 6. INVESTMENT AND ACQUISITION OF ASSOCIATE (continued)

Effective December 31, 2023, the associated company did not meet the definition of a business for accounting purposes in accordance with IFRS 3. For accounting purposes, the transition from MRDC being an equity investment to consolidating 100% of MRDC into the consolidated financial statements of the Company was treated as an asset acquisition. As such, the fair value assigned to the identified assets acquired and liabilities assumed are presented below:

<b><u>Cost of Acquisition</u></b>	
Equity investment	\$ 6,390,399
Advances	3,577,965
	<u>\$ 9,968,364</u>
<b><u>Allocated as follows:</u></b>	
Cash	40,019
Prepays and deposits	13,292
Exploration and evaluation assets	11,197,397
Accounts payable	(174,368)
Non-controlling interest	(1,107,976)
	<u>\$ 9,968,364</u>

### 7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company as at March 31, 2024 and September 30, 2023 are broken down as follows:

	<b>March 31, 2024</b>	<b>September 30, 2023</b> <i>(Unconsolidated)</i>
Trade payables	\$ 2,229	\$ 138,301
Accrued liabilities	25,000	50,000
<b>Total</b>	<b>\$ 27,229</b>	<b>\$ 188,301</b>

During the March 31, 2023 six-month period the Company settled certain accounts payable resulting in a gain of \$10,345.

### 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. Of these loans, \$200,000 were payable to directors of the Company (Note 9). During the three months ended December 31, 2023, all of the loan agreements were superseded by subscription agreements whereby the lenders collectively agreed to use the total of \$400,000 in loan proceeds for the purchase of a total of 2,000,000 units in the capital of the Company (Note 10).

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 all 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").

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### 8. LOANS PAYABLE (continued)

The Company entered into a loan agreement dated December 21, 2023 with Pathfinder Minerals Plc ("Pathfinder"), which was amended subsequent to the period effective January 10, 2024 (the "Loan Agreement") pursuant to which Pathfinder agreed to loan a total of \$2,500,000 to Rome (the "Pathfinder Loan"). The Loan Agreement provides for the grant of loan bonuses to Pathfinder whereby a total of up to 12,500,000 share purchase warrants may be issued to Pathfinder in connection with the Pathfinder 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 earlier of the term of the Loan (which is the later of the Final Repayment Date or the Extended Repayment Date (as defined in the Loan Agreement)) or a maximum of five years. The Final Repayment Date is 12 months from January 12, 2024.

The Pathfinder Loan has a term of up to 24 months. The Company must repay the Pathfinder Loan, together with a fixed payment on the Pathfinder Loan equal to 10% of the outstanding balance of the Pathfinder Loan, which fixed payment will increase to 15% of the outstanding balance of the Pathfinder Loan if the proposed transaction between the Company and Pathfinder 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.

To March 31, 2024, the Company received \$2,500,000 in loans from Pathfinder, and \$100,000 was repaid during the period.

### 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:

Key management personnel:

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 six-months ended March 31, 2024 there was \$12,000 (2023 - \$12,000) paid to a director, David Jenkins, for consulting services rendered to the Company and \$16,300 (2022 - \$9,800) was paid to Sheryl Jones, the CFO of the Company for accounting services.

During the three months ended December 31, 2023, the Company issued 10,000,000 common shares in its capital to Mark Gasson, the President and a director of the Company, pursuant to the MRDC Option Agreement (Note 5).

- b) As at March 31, 2024 due to related parties totaling \$278,609 (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 directors totalling \$200,000. These loans were unsecured and interest free. During the current period the loan agreements pertaining to these loans were superseded by subscription agreements whereby the directors agreed to use the \$200,000 in loan proceeds for the purchase of 1,000,000 units in the capital of the Company (as discussed in Note 8; see also Note 10(b)). 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).
- c) During the six-months ended March 31, 2024, there was \$35,147 (2022 \$Nil) of share-based compensation issued to related parties.

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### 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 March 31, 2024 the total issued and outstanding share capital was 120,350,939 shares (September 30, 2023 – 86,265,939 shares).

- During the six-months ended March 31, 2024 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 in loan proceeds (referred to in Note 8) agreed by the lenders to be used for the purchase of units in 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 MRDC, 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 six-month period ended March 31, 2023, The Company raised \$840,000 by the issuance of 5,600,000 units at \$0.15, 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 raised \$2,000,000 by the issuance of 10,000,000 shares at \$0.20 per share. The securities issued pursuant to the private placement are restricted from trading until June 11, 2023. The Company issued 9,000,000 common shares (and expended \$250,000) to acquire a 30% interest in MRDC. In addition, the Company issued 3,000,000 common shares (and expended \$250,000) to acquire a 25% interest in Exploration Permit 15130 (Notes 5 and 6).

(c) Escrow Shares

As at March 31, 2024 there are 42,209,452 common shares held in escrow (September 30, 2023 – 15,209,452). Of these shares 209,452 shares were held in escrow pursuant to a 2001 escrow agreement providing for the release of shares over time (see Note 14) and 42,000,000 shares were subject to the provisions of a value escrow agreement dated November 14, 2022 which provides for the release of all escrowed shares over a 36-month period commencing November 18, 2022 with a tranche of shares being released every six months (see Note 14).

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### 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 March 31, 2024	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 six-month period ending March 31, 2024, a total value of \$35,147 (2023 - \$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 March 31, 2024, 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 March 31, 2023, there were 3,500,000 share purchase options outstanding exercisable at \$0.26.

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### 10. SHARE CAPITAL AND RESERVES (continued)

#### g) Share purchase warrants

	Warrants outstanding	Weighted average exercise price
Balance September 30, 2023	7,800,000	\$0.264
Expired unexercised	(5,600,000)	\$0.25
Issued	13,600,000	\$0.25
Balance March 31, 2024	15,800,000	\$0.269

As at March 31, 2024, there were 15,800,000 share purchase warrants outstanding of which 2,200,000 are exercisable to purchase one common share at \$0.30 per share on or before June 9, 2025 and 3,600,000 are exercisable to purchase one common share at \$0.25 per share and expire on November 18, 2025 and 10,000,000 are exercisable to purchase one common share at \$0.25 and expire as per the Loan Agreement with Pathfinder Minerals (Note 5). During the three- months ended December 31, 2023 5,600,000 share purchase warrants expired unexercised.

As at March 31, 2023, 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 fund 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:



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### 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 \$316,914 to settle current liabilities of \$3,264,688. 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 March 31, 2024 was the issuance of shares for debt totalling \$99,425 and the issuance of shares for the acquisition of MRDC totalling \$6,000,000. Significant non-cash transactions Significant non-cash transactions for the period ending March 31, 2023 was the issuance of shares for the acquisition of an associated company and exploration and evaluation assets totalling \$1,800,000, and expenditures on exploration and evaluation assets of \$528,238 (2022 - \$Nil) through accounts payable.

### 13. SEGMENTED INFORMATION

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

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### 14. SUBSEQUENT EVENTS

Subsequent to March 31, 2024, the Company:

- entered into an assignment and assumption agreement dated April 11, 2024 with Palm pursuant to which it agreed to transfer and assign its interest in the Term Sheet to Pathfinder, subject to closing of the Transaction. See also Note 5.
- 209,452 shares were released from escrow. The 209,452 shares were held in escrow pursuant to a 2001 escrow agreement providing for the release of shares over time. Following the release, no shares remained in escrow pursuant to the 2001 escrow agreement. See also Note 8.
- a tranche of 10,500,000 shares was released from escrow in accordance with the provisions of a value escrow agreement dated November 14, 2022 which provides for the release of all escrowed shares over a 36-month period commencing November 18, 2022 with a tranche of shares being released every six months. Following the release, 31,500,000 shares remained in escrow pursuant to the 2022 value escrow agreement. See also Note 8.
- effective May 15, 2024, the Company entered into a binding term sheet (the “Mont Agoma Term Sheet”) with CoTinCo Minerals Projects International LLC (“CoTinCo”), Mont Agoma SARL (“Mont Agoma”) and Pathfinder Minerals Plc (“Pathfinder”), pursuant to which CoTinCo and Mont Agoma have granted the right and option (the “Mont Agoma Option”) to the Company to acquire a 9% interest in Mont Agoma. The Company may exercise the Mont Agoma Option by paying on or before January 31, 2026 (i) US\$500,000 to Dr. Andreas Reitmeier or his nominee; (ii) US\$175,000 to Dr. Reitmeier or his nominee in partial repayment of a US\$350,000 loan previously made by Dr. Reitmeier to Medidoc-RD Congo SARL (“MRDC”); and (iii) C\$3,080,000 to CoTinCo or its nominee. Upon payment of the foregoing amounts, CoTinCo will transfer a 9% interest in Mont Agoma to the Company, free and clear of any encumbrance, lien or charge. Dr. Reitmeier is the sole shareholder of CoTinCo.
- The Mont Agoma Term Sheet also provides that, subject to receipt of approval from disinterested shareholders of the Company, closing of the reverse takeover transaction (the “Transaction”) with Pathfinder (most recently disclosed in the Company’s news release of May 7, 2024) and delisting of the Company’s common shares from the TSX Venture Exchange (“TSXV”), Pathfinder shall be entitled to request a transfer and assignment of the Mont Agoma Option from the Company for consideration of C\$1. If the Transaction does not close on or before July 31, 2024, then the right of Pathfinder to be assigned the Mont Agoma Option shall terminate and be null and void. The Mont Agoma Term Sheet is subject to TSXV acceptance for filing.
- effective May 15, 2024, the Company also entered into a binding term sheet (the “MRDC Term Sheet”) with Dr. Reitmeier, MRDC and Pathfinder pursuant to which Dr. Reitmeier and MRDC have granted the Company the sole and exclusive right and option (the “MRDC Option”) to acquire a 19% interest in MRDC. The Company may exercise the MRDC Option by paying on or before January 31, 2026 (i) US\$500,000 to Dr. Reitmeier or his nominee; (ii) US\$175,000 to Dr. Reitmeier or his nominee in partial repayment of a US\$350,000 loan previously made by Dr. Reitmeier to MRDC; and (iii) C\$7,080,000 to Dr. Reitmeier or his nominee. Upon payment of the foregoing amounts, Dr. Reitmeier will transfer a 19% interest in MRDC to the Company, free and clear of any encumbrance, lien or charge.
- The MRDC Term Sheet also provides that, subject to receipt of approval from disinterested shareholders of the Company, closing of the Transaction and delisting of the Company’s Shares from the TSXV, Pathfinder shall be entitled to request a transfer and assignment of the MRDC Option from the Company for consideration of C\$1. If the Transaction does not close on or before July 31, 2024, then the right of Pathfinder to be assigned the MRDC Option shall terminate and be null and void. The MRDC Term Sheet is subject to TSXV acceptance for filing.

