

# Royal Road and MSB Holdings Enter into Joint Venture Shareholders Agreement for Mineral Exploration

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Toronto, June 1, 2023 - [Royal Road Minerals Ltd.](#) (TSXV: RYR) ("Royal Road" or the "Company") is pleased to announce that it has entered into a Joint Venture Share Holder Agreement (the "Agreement") with MSB Holdings Limited ("MSB") with respect to establishing a new company, ("JVCO") for the purpose of copper, gold and other metals exploration in an area of interest comprising the Kingdom of Saudi Arabia ("KSA") and any other geographical area (including but not limited to those states which are members of the Gulf Cooperation Council) as may be agreed between Royal Road and MSB (each a "Party" and together "the Parties").

In February of this year, Royal Road and MSB entered into a Strategic Alliance Agreement and Non-Binding Letter of Intent with respect to copper, gold and other metals exploration in the Kingdom of Saudi Arabia (see Press Release February 9, 2023). The Strategic Alliance Agreement has led to the development of an exploration decision-support-system, the generation of priority target areas and an initial 12-month work program and budget for exploration operations in KSA. The Letter of Intent provided for a period of exclusivity, during which the parties have now agreed the terms and conditions governing a Joint Venture Share Holder Agreement for the establishment of JVCO, which is to be registered in KSA and owned equally on a 50-50 basis by the Parties.

Summary terms of the Agreement, subject to regulatory approval, are as follows:

- Whilst each Party holds 50 percent of the issued shares of JVCO, the Board of JVCO shall be made up of an equal number of Directors appointed by Royal Road and MSB. If a Party's shareholding in JVC is reduced to 30% or less of the issued shares of JVCO, that Party shall no longer be entitled to appoint any Directors to the Board
- Royal Road will act as operator for the JVCO and all operations in relation to the JVCO will be conducted on the basis of an approved Program and Budget prepared by Royal Road and approved by the Board of JVCO
- If a Party fails to fund its relevant proportion of the funding required pursuant to a Program and Budget as and when required, such failure shall cause its shareholding in JVCO to be diluted on a pro-rata basis
- Provided that it owns more than 30% of the total issued shares in JVCO, the non-contributing Party shall have a catch-up right to restore its 50% shareholding at such time as the Board has approved a further Program and Budget which requires further funding by the Parties
- Dilution to below 20% shall convert to a Net Smelter Royalty of 2%
- The Agreement contains customary deadlock provisions, transfer restrictions and matters reserved for shareholder approval

The exploration Program and Budget for the first 12 months shall be USD \$2.1 million and is aimed principally at securing a competitive exploration land package in KSA.

Dr Tim Coughlin, Royal Road's President and CEO, stated, "The work we have done so far, in relation to developing an exploration decision support system and generating and prioritizing exploration targets has confirmed our contention that the Arabian Shield is one of the most prospective regions in the world. Our interaction with regulators, other members of government and colleagues in the exploration and mining community, further upholds our view, that the Kingdom of Saudi Arabia is an impressively supportive and proactive host-country. The Kingdom values its mining sector, is committed to its Vision 2030 initiative, to sustainably developing its mineral resources and to playing a key role in the supply of critical metals. We are proud to join forces with a truly outstanding partner in MSB and we are excited by the prospect of working together with the joint goal of using our exploration and local advantage to play a key role in the Kingdom's ambitions and global aspirations for economic security and a just and equitable energy transition."

Mr. Tareq Telmesani CEO of MSB Holdings Group stated, "We are pleased to make our initial entry into the mining sector through this joint venture and are confident that in Royal Road we have an outstanding partner and one with whom we look forward to developing a long and mutually beneficial relationship."

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary statement:

This news release contains certain statements that constitute forward-looking information and forward-looking statements within the meaning of applicable securities laws (collectively, "forward-looking statements") describing the Company's future plans and the expectations of its management that a stated result or condition will occur. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or developments in the Company's business or in the mineral resources industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Forward-looking statements include all disclosure regarding possible events, conditions or results of operations that is based on assumptions about, among other things, the Alliance, the intention to form a joint venture, enter into a related agreement and establish Newco and, more generally, future economic conditions and courses of action, and assumptions related to government approvals, and anticipated costs and expenditures. The words "plans", "prospective", "expect", "intend", "intends to" and similar expressions identify forward looking statements, which may also include, without limitation, any statement relating to future events, conditions or circumstances. Forward-looking statements of the Company contained in this news release, which may prove to be incorrect, include, but are not limited to the Company's exploration plans.

The Company cautions you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. There is no guarantee that the anticipated benefits of the Company's business plans or operations will be achieved. The risks and uncertainties that may affect forward-looking statements include, among others: economic market conditions, anticipated costs and expenditures, government approvals, and other risks detailed from time to time in the Company's filings with Canadian provincial securities regulators or other applicable regulatory authorities. Forward-looking statements included herein are based on the current plans, estimates, projections, beliefs and opinions of the Company management and the Company does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change.

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