

Robex Resources Inc.: Announces “Best Efforts” Agency Offering

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QUÉBEC CITY, June 17, 2024 - [Robex Resources Inc.](#) (TSXV: RBX) ("Robex" or the "Company") is pleased to announce that it has engaged SCP Resource Finance LP to act as lead bookrunner and lead agent (the "Lead Agent"), on behalf of a syndicate of one or more additional agents (collectively, the "Agents"), pursuant to an agency agreement (the "Agency Agreement"), to offer for sale to the public, on a "best efforts" agency basis, consisting of 25,350,000 units of the Company (each, a "Unit") at a price of \$2.17 per Unit for gross proceeds of \$55,009,500. All currency amounts in this news release are stated in Canadian dollars, unless otherwise indicated.

Each Unit will be comprised of one (1) common share in the capital of the Company (each a "Common Share") and one full (1) of one (1) Common Share purchase warrant (each a "Warrant"). Each Warrant will entitle the holder thereof to acquire one (1) common share of the Company at an exercise price of \$2.55 per common Share, until 5.30 pm (Montréal Time) on the date that is two (2) years following the closing date of the Offering, subject to adjustment in certain customary events, provided that in the event the Common Shares trade at a volume weighted average price of \$3.50 or higher over a period of 10 consecutive trading days, the Corporation can accelerate the exercise of the Warrants to 10 days post provision of notice, which shall be not less than 30 calendar days following delivery of such notice.

The Company will grant the Agents an over-allotment option, exercisable in whole or in part at any time and from time to time, up to and including the date which is 30 days after the closing of the Offering, in the sole discretion of the Lead Agent, to purchase from the treasury of the Company up to an additional number of Units as is equal to 15% of the number of the Units issued pursuant to the Offering, on the same terms as set forth above, to cover over-allotments, if any. The Offering is expected to close on or about June 26, 2024, and is subject to Robex receiving all necessary regulatory approvals, including the acceptance of the Offering by the TSX Venture Exchange ("TSXV").

The Company intends to use all the net proceeds from the equity financing, for the development of the Kiniero Project, including: (i) continuing the development of the early works programs and procurement of the long lead items; (ii) partial payment to Taurus of US\$ 15 million under the US\$ 35 million bridge loan facility; (iii) infilling the Mansounia project and other exploration expenditures; (iv) funding the Kiniero updated feasibility study to include the Mansounia property and further pit and process optimization; and (v) general and administrative as well as working capital.

The Company intends to file a prospectus supplement (the "Supplement") to its short form base shelf prospectus dated July 20, 2023 (the "Base Shelf Prospectus") on or about June 19, 2024. The Supplement will be filed with the securities regulatory authorities in each of the provinces and territories of Canada. The Units may also be offered by way of private placement in the United States, the European Union, the United Kingdom and Australia.

A copy of the Base Shelf Prospectus is available under the Company's profile on SEDAR+ at www.sedarplus.ca and a copy of the Supplement will also be available there. Copies of the documents incorporated by reference in the Supplement and the Base Shelf Prospectus may be obtained on request without charge from the Chief Executive Officer of the Company at Édifice Le Delta 1, 2875 Laurier Boulevard, Suite 1000, Québec, Québec, G1V 2M2, (telephone: 581-741-7421), and are also available electronically under the Company's profile on SEDAR+ at www.sedarplus.ca.

The obligations of the Agent under the Agency Agreement are subject to certain closing conditions and may be terminated at the Agent's discretion on the basis of "disaster out", "material adverse change out", "regulatory out", and "breach out" provisions in the Agency Agreement and may also be terminated upon the occurrence of certain other stated events.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any

sale of any of the Units, including the underlying common shares and Warrants (and the common shares issuable upon the exercise of the warrants), in any jurisdiction in which such offer, solicitation or sale would be unlawful, including in the United States of America. Such securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

For more information

[Robex Resources Inc.](#)

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FORWARD-LOOKING INFORMATION AND FORWARD-LOOKING STATEMENTS

Certain information set forth in this news release contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities legislation (referred to herein as "forward-looking statements"). Forward-looking statements are included to provide information about Management's current expectations and plans that allow investors and others to have a better understanding of the Company's business plans and financial performance and condition.

Statements made in this news release that describe the Company's or Management's estimates, expectations, forecasts, objectives, predictions, projections of the future or strategies may be "forward-looking statements", and can be identified by the use of the conditional or forward-looking terminology such as "aim", "anticipate", "assume", "believe", "can", "contemplate", "continue", "could", "estimate", "expect", "forecast", "future", "guidance", "guide", "indication", "intend", "intention", "likely", "may", "might", "objective", "opportunity", "outlook", "plan", "potential", "should", "strategy", "target", "will" or "would" or the negative thereof or other variations thereon. Forward-looking statements also include any other statements that do not refer to historical facts. Such statements may include, but are not limited to, statements regarding: the quantum of the Offering; obtaining all necessary regulatory approvals, including the acceptance of the Offering by the TSXV and the timing thereof; the completion of the Offering and the timing thereof; the listing of the common shares and the Warrants on the TSXV; and the intended use of the net proceeds of the Offering.

Forward-looking statements and forward-looking information are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements or information. There can be no assurance that such statements or information will prove to be accurate. Such statements and information are based on numerous assumptions, including: the Company's ability to satisfy the conditions precedent to the closing of the Offering, including the satisfaction of customary due diligence and obtaining all necessary regulatory approvals and the timing thereof (including the acceptance of the Offering by the TSXV and the listing of the common shares and the Warrants issued thereunder on the TSXV); the availability of net proceeds of the Offering in time for (i) exploration expenditures at the Company's Kiniero Project; (ii) the principal payment to Taurus under the outstanding US\$35 million bridge loan facility; and (iii) general and corporate working capital purposes; and general economic and financial conditions in Canada and the other jurisdictions where the Company intends to distribute securities in connection with the Offering.

Certain important factors could cause the Company's actual results, performance or achievements to differ materially from those in the forward-looking statements including, but not limited to: delays in obtaining all necessary regulatory approvals and the timing thereof (including the acceptance of the Offering by the TSXV and the listing of the common shares and the Warrants issued thereunder on the TSXV); instability in the general economic and financial conditions in Canada and the other jurisdictions where the Company intends to distribute securities in connection with the Offering; fluctuations in currency exchange rates; volatility in the market price of the Company's shares; and changes in tax laws. See also the "Risk Factors" section of the

Company's Annual Information Form for the year ended December 31, 2023, available under the Company's profile on SEDAR+ at www.sedarplus.ca or on the Company's website at www.robexgold.com, for additional information on risk factors that could cause results to differ materially from forward-looking statements. All forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Although the Company believes its expectations are based upon reasonable assumptions and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. These factors are not intended to represent a complete and exhaustive list of the factors that could affect the Company; however, they should be considered carefully. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information.

The Company undertakes no obligation to update forward-looking information if circumstances or Management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives, and may not be appropriate for other purposes.

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.

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