

Rome Resources Announces Shareholder Approval of Arrangement with Pathfinder Minerals

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Vancouver, July 12, 2024 - [Rome Resources Ltd.](#) (TSXV: RMR) (FSE: 33R) ("Rome" or the "Company") is pleased to announce that, at its special meeting (the "Meeting") of the holders (the "Rome Shareholders") of common shares ("Rome Shares") held earlier today, Rome Shareholders approved a special resolution (the "Arrangement Resolution") authorizing and approving the previously announced arrangement (the "Arrangement") under section 288 of the Business Corporations Act (British Columbia) among Rome, Pathfinder Minerals Plc ("Pathfinder") and 1475033 B.C. Ltd., pursuant to which, among other things, Pathfinder will, subject to satisfaction of the conditions set out in the arrangement agreement dated May 7, 2024, as amended, relating to the Arrangement, acquire all of the issued and outstanding Rome Shares for consideration consisting of 19.54 Pathfinder ordinary shares in exchange for each Rome Share held.

The Arrangement Resolution required approval from at least 66 2/3% of the votes cast by Rome Shareholders present at the Meeting or represented by proxy and entitled to vote at the Meeting. The Arrangement also required a simple majority of the votes cast by Rome Shareholders, excluding the votes cast by certain persons as required by Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101").

Rome Shareholders also approved the Mont Agoma Term Sheet Resolution, the MRDC Term Sheet Resolution and the Exercise of Rights Under Palm Option Resolution each of which required disinterested shareholder approval; i.e. approval from a simple majority (i.e., more than half) of the votes cast on each of the Mont Agoma Term Sheet Resolution, the MRDC Term Sheet Resolution and the Exercise of Rights Under Palm Option Resolution, respectively, by Rome Shareholders present in person or represented by proxy and entitled to vote at the Meeting, excluding for this purpose the votes attached to those Rome Shares that are held or controlled by those Rome Shareholders who, with respect to each such resolution, are related parties of Rome.

Voting Results

Arrangement Resolution

Of the votes cast at the Meeting with respect to the Arrangement, an aggregate 71,226,000 Rome Shares were voted in favour of the Arrangement Resolution, representing 100.0% of the votes cast.

Of the votes cast excluding certain persons as required by MI 61-101, an aggregate 22,053,720 Rome Shares were voted in favour of the Arrangement Resolution, representing 100.0% of the votes cast.

Mont Agoma Term Sheet Resolution

Of the votes cast at the Meeting with respect to the Mont Agoma Term Sheet, an aggregate 71,226,000 Rome Shares were voted in favour of the Mont Agoma Term Sheet Resolution, representing 100.0% of the votes cast.

Disinterested Rome Shareholders voted an aggregate 47,476,000 Rome Shares in favour of the Mont Agoma Term Sheet Resolution, representing 100.0% of the votes cast.

MRDC Term Sheet Resolution

Of the votes cast at the Meeting with respect to the MRDC Term Sheet, an aggregate 71,226,000 Rome Shares were voted in favour of the MRDC Term Sheet Resolution, representing 100.0% of the votes cast.

Disinterested Rome Shareholders voted an aggregate 47,476,000 Rome Shares in favour of the MRDC Term Sheet Resolution, representing 100.0% of the votes cast.

Exercise of Rights Under Palm Option Resolution

Of the votes cast at the Meeting with respect to the exercise of rights under the Palm Term Sheet and the assignment of such rights to Pathfinder under the Assignment and Assumption Agreement, an aggregate 71,226,000 Rome Shares were voted in favour of the Exercise of Rights Under Palm Option Resolution, representing 100.0% of the votes cast. All votes cast with respect to the Exercise of Rights Under Palm Option Resolution were held by disinterested Rome Shareholders.

Final Order

Rome intends to seek a final order of the Supreme Court of British Columbia to approve the Arrangement at a hearing expected to be held on or about July 17, 2024. Assuming the timely receipt of all necessary court, third-party approvals and the satisfaction of all other conditions, closing of the Arrangement is expected to occur on or about July 26, 2024.

Further information about the Arrangement is available in Rome's management information circular dated May 27, 2024 (the "Rome Information Circular") and related continuous disclosure documents, which are available on SEDAR+ at www.sedarplus.ca under Rome's profile. Capitalised terms used in this news release have the meanings defined in the Rome Information Circular, unless otherwise defined herein.

About Rome Resources

Rome Resources Ltd. is a mineral exploration company that has entered into two option agreements and a binding term sheet where it has acquired 51% indirect interests in two contiguous properties situated in the Walikale District of the North Kivu Province in eastern DRC, which are collectively referred to as the "Bisie North Tin Project". Rome has completed an initial phase of drilling on the project where it is responsible to fund exploration up to the completion of a definitive feasibility study.

Contacts

Investors / Shareholders Media
Mark Gasson E: info@romeresources.com
President, CEO & Director
P: +33640612921

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