

Filing of Additional Supplemental Materials Re Approval of Spin-Off and Reverse Takeover with Allied Critical Metals Corp.

20.12.2024 | [The Newswire](#)

[DeepRock Minerals Inc.](#) (the "Company" or "Deeprock") (CSE Symbol: "DEEP"), announces that it has today filed on the Company's profile on SEDAR+ at www.sedarplus.com the following additional supplemental information:

- (a) audited financial statements of Pan Metals Unipessoal Lda. ("Pan Metals"), a predecessor issuer of Allied Critical Metals Corp. ("ACM"), for the years ended June 30, 2024 and 2023 together with management's discussion and analysis of Pan Metals for the years ended June 30, 2024 and 2023;
- (b) updated pro forma financial statements of the proposed spin-off entity to which the Company will transfer its existing assets, as at May 31, 2024;
- (c) updated pro forma financial statements of the issuer following completion of the proposed plan of arrangement (the "Arrangement") involving Deeprock, its shareholders and ACM, as at June 30, 2024, updated for the terms of the brokered private placement as announced by the Company on December 4, 2024.

As previously advised on December 12, 2024, the Company further adjourned its 2024 annual general and special meeting of shareholders (the "Meeting") until December 30, 2024 at 10:00 am (Pacific Time). The Meeting was called to approve, among other annual business, the Arrangement, as set forth pursuant to an arrangement agreement with an effective date of September 30, 2024 between Deeprock and ACM.

The details of the Meeting, including how to attend the Meeting, are set out in the Company's management information circular dated October 23, 2024 (the "Circular") which is publicly available under the Company's profile on SEDAR+ at www.sedarplus.com. The record date and location for the reconvened Meeting remain unchanged.

1. Further Information

Additional details regarding the terms of the Arrangement can be found in the Circular. The Company will provide further updates on the Meeting and the Arrangement as they are available.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities to be issued in connection with the Arrangement have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Completion of the Arrangement is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the Arrangement cannot close until the required shareholder approval is obtained. There can be no assurance that the Arrangement will be completed as proposed or at all.

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Arrangement, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

For further information concerning this press release, please contact:

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The Canadian Securities Exchange has in no way passed on the merits of the Arrangement and has neither approved nor disapproved the contents of this news release.

2.Cautionary Statement and Forward-Looking Information

All information contained in this news release with respect to the Company and ACM was supplied by the parties, respectively, for inclusion herein, and each such party has relied on the other party for any information concerning such party.

Certain statements contained in this press release constitute forward-looking information, including statements regarding the expected issuance of approval of the Company's shareholders and the Exchange and the expected commencement of trading of the common shares of the Resulting Issuer on the Exchange. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. The business of the Company is subject to a number of material risks and uncertainties. Please refer to SEDAR+ filings for further details. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the parties. The material factors and assumptions include the parties being able to obtain the necessary corporate, regulatory and other third parties approvals. The forward looking information contained in this release is made as of the date hereof and the parties are not obligated to update or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward looking information contained herein.

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<https://www.rohstoff-welt.de/news/488189--Filing-of-Additional-Supplemental-Materials-Re-Approval-of-Spin-Off-and-Reverse-Takeover-with-Allied-Critical-Me>

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