

Robex Resources Inc. Announces the Closing of a US\$130 Million Syndicated Facility Agreement With Sprott

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[Robex Resources Inc.](#) ("Robex", the "Company" or the "Issuer") (TSXV: RBX) is pleased to announce the fulfilment of the initial conditions precedent and the closing today of the previously announced syndicated facility agreement (the "Facility Agreement") with Sprott Resource Lending (US Manager) Corp., as agent and lead arranger ("Sprott"), Sycamore Mine Guinée-SAU, a subsidiary of the Company, as borrower (the "Borrower"), and others, in respect of a US\$130 million senior secured syndicated facility (the "Debt Facility") to finance the construction of the Kiniero Gold Project in Guinea.

The key terms of the Facility Agreement were previously announced in the news release dated March 4, 2025, available under the Company's profile on SEDAR+ at www.sedarplus.ca. On March 13, 2025, the parties to the Facility Agreement agreed to amend and restate certain of its terms, including an increase in additional interest ounces from 4,457 oz to 4,667 oz of gold per quarter for 15 quarters, an increased Original Issue Discount of US\$1 million upon funding of the Initial Utilization and a cash sweep account agreement to be implemented should certain conditions not be met under the Facility Agreement. Such amendments were made as a result of certain amendments to conditions precedent and other terms being agreed to by Sprott.

The initial conditions precedent under the Facility Agreement have now been satisfied and the Borrower has drawn down the initial utilization of the Debt Facility in the amount of US\$25 million (the "Initial Utilization"). Subsequent utilizations of the Debt Facility are subject to certain conditions precedent as outlined in the Facility Agreement (each, a "Subsequent Utilization").

Robex Managing Director and Chief Executive Officer Matthew Wilcox said: "Robex is pleased to reach this milestone and would like to thank Sprott for their support and continued cooperation. We also appreciate the effort of the various advisers on this transaction, namely Terrafranca Capital Partners as debt adviser, Norton Rose Fulbright as Borrower's legal counsel and DLA Piper as lender's legal counsel."

Bonus Shares

As a condition precedent under the Facility Agreement for the disbursement of the Initial Utilization, the Issuer issued 773,811 fully paid common shares of the Issuer (the "Common Shares" and such 773,811 Common Shares, the "Bonus Shares") to the lender of the Debt Facility (the "Lender") as additional compensation. The Bonus Shares represent 1.00% of the US\$130 million commitment under the Debt Facility and were issued at a price of CAD\$2.43 per Bonus Share, equal to a 10% discount to the volume weighted average price of the Common Shares for the 10 trading days immediately prior to March 14, 2025, applying a spot foreign exchange rate as of March 14, 2025.

The issuance of the Bonus Shares is exempt from the prospectus and registration requirements under applicable securities legislation. The Bonus Shares are subject to a hold period of 4 months from the date of issuance, which hold period expires on July 15, 2025.

The issuance of Bonus Shares to the Lender has received conditional TSX Venture Exchange ("TSXV") acceptance, and final acceptance is subject to receipt by the TSXV of customary closing materials.

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 the Company's management's ("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. In particular and without limitation, this news release contains forward-looking statements pertaining to the Facility Agreement, including the fulfilment of the conditions precedent thereunder, the ability of the Company to utilize any proceeds from the Initial Utilization, the ability of the Company to draw down on the Debt Facility for each Subsequent Utilization, the development of the Kiniero Gold Project and the issuance of Bonus Shares.

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 ability to execute the Company's plans relating to the Kiniero Gold Project as set out in the feasibility study with respect thereto, as the same may be updated, the whole in accordance with the revised timeline previously disclosed by the Company; the Company's ability to complete its planned exploration and development programs; the absence of adverse conditions at the Kiniero Gold Project; the absence of unforeseen operational delays; the absence of material delays in obtaining necessary permits; the price of gold remaining at levels that render the Kiniero Gold Project profitable; the Company's ability to continue raising necessary capital to finance its operations; the ability of the Company to realize on the mineral resource and mineral reserve estimates; assumptions regarding present and future business strategies, local and global geopolitical and economic conditions and the environment in which the Company operates and will operate in the future; the Company's ability to complete the listing of its common shares on the Australian Securities Exchange ("ASX"), and the anticipated timing of such listing; satisfaction of the conditions precedent under the Facility Agreement; the Borrower's access to the facility made available under the Facility Agreement; and the utilization of any amount received by the Borrower under the Facility Agreement for the purposes identified by the Company.

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: the risk that the Borrower is unable to fulfil the conditions precedent to drawdowns under the Facility Agreement, and is therefore not able to borrow some or all of the principal amount otherwise available under the Facility Agreement; the risk that the Company is unable to generate sufficient cash flow or complete subsequent debt or equity financings to allow it to repay amounts borrowed under the Facility Agreement; the risk that the obligors under the Facility Agreement are unable to comply with the financial and other covenants under the Facility Agreement, giving rise to an event of default; geopolitical risks and security challenges associated with its operations in West Africa, including the Company's inability to assert its rights and the possibility of civil unrest and civil disobedience; fluctuations in the price of gold; uncertainties as to the Company's estimates of mineral reserves and mineral resources; the speculative nature of mineral exploration and development; the replacement of the Company's depleted mineral reserves; the Company's limited number of projects; the risk

that the Kiniero Gold Project will never reach the production stage (including due to a lack of financing); the Company's capital requirements and access to funding; changes in legislation, regulations and accounting standards to which the Company is subject, including environmental, health and safety standards, and the impact of such legislation, regulations and standards on the Company's activities; equity interests and royalty payments payable to third parties; price volatility and availability of commodities; instability in the global financial system; uncertainty surrounding the imposition of tariffs by one country, including, but not limited to, the United States, on goods or services being imported into that country from another country and the ultimate effect of such tariffs on the Company's supply chains; the effects of high inflation, such as higher commodity prices; fluctuations in currency exchange rates, particularly as between the Canadian dollar, in which the Company presently raises its equity financings, and the US dollar; the risk of any pending or future litigation against the Company; limitations on transactions between the Company and its foreign subsidiaries; volatility in the market price of the Common Shares; tax risks, including changes in taxation laws or assessments on the Company; the Company obtaining and maintaining titles to property as well as the permits and licenses required for the Company's ongoing operations; changes in project parameters and/or economic assessments as plans continue to be refined; the risk that actual costs may exceed estimated costs; geological, mining and exploration technical problems; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing; the effects of public health crises on the Company's activities; the Company's relations with its employees and other stakeholders, including local governments and communities in the countries in which it operates; the risk of any violations of applicable anticorruption laws, export control regulations, economic sanction programs and related laws by the Company or its agents; the risk that the Company encounters conflicts with small-scale miners; competition with other mining companies; the Company's dependence on third-party contractors; the Company's reliance on key executives and highly skilled personnel; the Company's access to adequate infrastructure; the risks associated with the Company's potential liabilities regarding its tailings storage facilities; supply chain disruptions; hazards and risks normally associated with mineral exploration and gold mining development and production operations; problems related to weather and climate; the risk of information technology system failures and cybersecurity threats; the risk that the Company is not able to complete the listing of its common shares on the ASX within the anticipated timeframe or at all; the risk that the Borrower is not able to access the proceeds of the Debt Facility or use any amount received under the Facility Agreement for the purposes identified by the Company; and the risk that the Company may not be able to insure against all the potential risks associated with its operations.

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.

See also the "Risk Factors" section of the Company's Annual Information Form for the year ended December 31, 2023, dated April 29, 2024, 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.

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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