

Roxmore Resources Inc. and Taura Gold Complete Previously Announced Plan of Arrangement

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Roxmore Resources Inc. (formerly, [Axcap Ventures Inc.](#)) (CSE:RM) ("Roxmore") and [Taura Gold Inc.](#) (TSXV:TORA) ("Taura") are pleased to announce the closing of the previously announced plan of arrangement (the "Arrangement"), pursuant to which Roxmore has acquired all of the issued and outstanding common shares of Taura by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia). The common shares in the capital of Roxmore (the "Roxmore Shares") will commence trading on the Canadian Securities Exchange (the "CSE") under the new trading symbol "RM" at the opening of trading on November 20, 2025.

"We're thrilled to have completed this transaction to formally launch Roxmore Resources," said John Dorward, Chief Executive Officer and Executive Chairman of Roxmore. "In recent months, we've focused on establishing a solid foundation, bringing together a talented executive team and preparing for sustained growth. We are well positioned to deliver the Preliminary Economic Analysis for the Converse Gold Project and showcase the potential of this undervalued asset."

The Arrangement became effective as of 12:01 a.m. (Vancouver time) on November 20, 2025. As a result, and in accordance with the terms of the arrangement agreement dated September 8, 2025 between Roxmore (at such time, Axcap Ventures Inc.) and Taura, each holder of a common share in the capital of Taura (a "Taura Share") is entitled to receive 0.2 of a Roxmore Share in exchange for each Taura Share held. Immediately upon completion of the Arrangement, existing shareholders of Roxmore and former shareholders of Taura ("Taura Shareholders") held approximately 91.5% and 8.5%, respectively, of the issued and outstanding Roxmore Shares (on a non-diluted basis) and Taura became a wholly-owned subsidiary of Roxmore.

In order to receive the Roxmore Shares in exchange for their Taura Shares, registered Taura Shareholders must complete, execute and deposit with Odyssey Trust Company ("Odyssey"), the depositary appointed in respect of the Arrangement, the letter of transmittal (the "Letter of Transmittal") previously mailed to the registered Taura Shareholders and their respective physical certificates representing the Taura Shares, all in accordance with the instructions provided in the Letter of Transmittal. The Letter of Transmittal is also available from Odyssey Trust Company (the depositary appointed in respect of the Arrangement) and online under Taura's issuer profile on SEDAR+ at www.sedarplus.ca. If you have any questions or require further information about the procedures to complete your Letter of Transmittal, please contact Odyssey at +1 (587) 885-0960 or by email at corp.actions@odysseytrust.com.

Non-registered Taura Shareholders whose Taura Shares are registered in the name of a broker, investment dealer, bank, trust company, trustee or other intermediary or nominee (each, an "Intermediary") should contact their Intermediary for assistance in depositing their Taura Shares and should follow the instructions of such Intermediary in order to deposit their Taura Shares.

Further information about the Arrangement is set out in the management information circular of Taura dated October 14, 2025, which can be accessed online under Taura's issuer profile on SEDAR+ at www.sedarplus.ca. Taura intends to apply to cease to be a reporting issuer under applicable Canadian securities laws and the Taura Shares will be delisted from the TSX Venture Exchange ("TSXV") effective as of close of trading on November 21, 2025.

Name Change and Consolidation

Prior to the completion of the Arrangement, and with effect as of post-market close on November 19, 2025, Roxmore completed its previously announced name change and 10:1 share consolidation, further details of which are set forth in its news release of November 14, 2025.

Early Warning Disclosure

Pursuant to the requirements of National Instrument 62-104 - Take-Over Bids and Issuer Bids and National

Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, Roxmore will file an early warning report in accordance with applicable securities laws, which will be made available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca. Further information and a copy of each of the early warning report may be obtained by contacting: John Dorward, Chief Executive Officer of Roxmore, by email at contact@roxmoreresources.com or by telephone at + 1 778-846-9970.

Immediately prior to closing of the Arrangement, Roxmore did not own, or exercise control or direction over, directly or indirectly, any Taura Shares. Upon the completion of the Arrangement, Roxmore acquired ownership of an aggregate of 22,983,472 Taura Shares, representing 100% of the issued and outstanding Taura Shares. The aggregate consideration paid by Roxmore for the Taura Shares was an aggregate of 4,596,694 Roxmore Shares. Upon completion of the Arrangement, Taura became a wholly-owned subsidiary of Roxmore.

Roxmore acquired the securities of Taura pursuant to the Arrangement, and intends for Taura to remain a wholly-owned subsidiary of Roxmore at this time.

Legal Counsel

Cassels Brock & Blackwell LLP and McMillan LLP acted as legal counsel to Taura and Roxmore, respectively, with respect to the Arrangement.

About Roxmore Resources Inc.

Roxmore is focused on developing its flagship, Converse Gold Project, a large, underdeveloped gold deposit not owned by a major mining company in Nevada, USA. The Converse Gold Project is located within the prolific Battle Mountain trend containing 5.57Moz Au of Measured and Indicated Mineral Resources and 0.42Moz Au Inferred Mineral Resources (238mt at 0.539g/t Au for 4.13Moz Measured Mineral Resources; 92mt at 0.487g/t Au for 1.44Moz Indicated, 25mt at 0.528g/t Au for 0.42Moz Inferred Mineral Resources). With decades of expertise in Nevada and globally, our Board and management are focused on unlocking the potential of this project. For further details please refer to our technical report entitled "Amended and Restated NI 43-101 Technical Report and Mineral Resource Update, Converse Property, Humboldt County, Nevada, USA" dated effective February 13, 2025, which is available on our website at www.roxmoreresources.com and on our SEDAR+ profile at www.sedarplus.ca.

Qualified Person

Blake McLaughlin, P.Geo., who is the Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), has reviewed and approved of the technical disclosure contained in this news release related to Roxmore. Mr. McLaughlin is an officer of Roxmore and therefore not independent pursuant to NI 43-101.

About Taura Gold Inc.

Taura is a subsidiary of Roxmore focused on gold exploration in Canada. It is currently actively exploring the Shabu Project in the Red Lake District of Northwestern Ontario.

For further information please contact:

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Cautionary Statements

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate",

"will", "estimates", "believes", "intends" "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements concerning (i) the delisting of the Taura Shares from the TSXV, (ii) Taura's intention to obtain an order to cease being a reporting issuer, and (iii) delivery of the Preliminary Economic Analysis for the Converse Gold Project. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of Roxmore and Taura, including expectations and assumptions concerning Roxmore, Taura, and the Arrangement, including the anticipated benefits therefrom. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Roxmore and Taura. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the respective management of Roxmore and Taura at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements contained in this news release are made as of the date of this news release and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, Roxmore and Taura do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

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

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