

Roxmore Resources Announces Sale to SSR Mining and Spinout of Exploration Assets

Cash Consideration represents a 47% premium to the 20-day VWAP

Cash Consideration and Spinco Consideration represents a 58% premium to the 20-day VWAP

Voting support agreements have been entered into with the Company's largest shareholder and all directors and officers, representing approximately 26.8% of the Roxmore Shares

Roxmore Board unanimously approved the Transaction and recommend that Roxmore shareholders vote in favour of the Transaction

All dollar figures in Canadian dollars unless otherwise stated.

Vancouver, British Columbia – October 13, 2026 – Roxmore Resources Inc. (TSX: RM; OTCQX: GARLF) (“**Roxmore**” or the “**Company**”) is pleased to announce that it has entered into a definitive arrangement agreement (the “**Agreement**”) with SSR Mining Inc. (“**SSR**”) pursuant to which a subsidiary of SSR will acquire all of the issued and outstanding common shares of Roxmore (the “**Roxmore Shares**”) by way of a court-approved plan of arrangement (the “**Transaction**”) under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”).

The consideration under the Transaction consists of approximately \$663 million in cash, plus common shares of a newly created exploration company with an implied value of approximately \$49 million¹ (“**Roxmore Spinco**”), for total consideration of approximately \$712 million on a fully diluted basis. Roxmore Spinco will be led by John Dorward, CEO and Executive Chairman of Roxmore, and will hold all of Roxmore’s exploration assets other than the Converse Property and be capitalized with US\$10 million in cash.

Under the Agreement, Roxmore shareholders will receive, in exchange for each Roxmore Share, \$6.75 in cash (the “**Cash Consideration**”) and 0.33 of a common share of Roxmore Spinco representing an estimated value of \$0.50 per Roxmore Share (the “**Spinco Consideration**” and together with the Cash Consideration, “**Total Consideration**”).

The Total Consideration represents a premium of approximately 58% to Roxmore’s 20-day volume-weighted average trading price (“**VWAP**”) and a 36% premium to Roxmore’s closing share price on the Toronto Stock Exchange (“**TSX**”) as of October 9, 2026. The Cash Consideration, excluding the estimated value of the Spinco Consideration, represents a premium of approximately 47% to Roxmore’s 20-day VWAP and a 27% premium to Roxmore’s closing price on the TSX as of October 9, 2026.

On closing, SSR will take ownership of Roxmore’s flagship Converse Project while Roxmore’s remaining exploration portfolio, consisting of the Rattlesnake Hills Project, Newton Property and Shabu River Project,

¹ Based on, among other factors: (i) net cash to be retained by Roxmore Spinco upon closing; (ii) the estimated value of Roxmore Spinco’s properties derived from published mineral resource estimates and market multiples of comparable peer exploration companies; and (iii) an adjustment reflecting SSR’s 14.99% equity interest in Roxmore Spinco.

will be transferred to Roxmore Spinco. Existing Roxmore shareholders will own 85.01% of Roxmore Spinco, with SSR holding a 14.99% strategic equity stake.

John Dorward, CEO and Executive Chairman of Roxmore, said “We are very pleased to be announcing this transaction today. Converse has advanced significantly in the twelve months since the new board and management team took over and has emerged as a quality development project. The acquisition by SSR, a leading North American focused gold producer, is a testament to the hard work of the Roxmore team and represents a significant return for our investors”.

Benefits to Roxmore Shareholders

- Significant premium to current market price, and a 181% premium to the per-share offering price used by Roxmore in its recent \$32.6 million financing in March 2026 (excluding the value of the Spinco Consideration).
- The Total Consideration largely consists of cash, which provides certainty of value and immediate liquidity without future dilution, commodity price, construction or execution risk.
- Continued exposure to the potential upside of Roxmore's North American exploration asset portfolio through Roxmore Spinco, which will be led by Roxmore's proven management team and have a strong starting balance sheet with US\$10 million in cash and no debt.
- Endorsement of Roxmore Spinco through SSR's 14.99% strategic equity interest.
- Strong deal certainty with support agreements for a total of approximately 26.8% of outstanding Roxmore Shares from directors and senior officers of Roxmore and Roxmore's largest shareholder.

Roxmore Spinco

Modelled to continue the legacy of Roxmore's success, Roxmore Spinco will be launched as an independent exploration company led by John Dorward and other members of Roxmore's proven technical and executive team. The following exploration properties and cash will be transferred to Roxmore Spinco:

- **Rattlesnake Hills Project (100% interest | Wyoming, USA):** Gold exploration project in central Wyoming that has been advanced through approximately 101,000 meters of drilling and hosts an indicated mineral resource of 0.62moz gold at a grade of 0.77g/t Au within 24,857 thousand tonnes (kt) and inferred mineral resource of 0.42Moz gold at 0.69g/t Au within 19,626kt based on the NI 43-101 technical report dated November 1, 2024 and effective September 5, 2024. Gold mineralization is associated with an alkalic intrusion with multiple targets elsewhere on the project untested or poorly tested by drilling.
- **Newton Project (100% interest | British Columbia, Canada):** Gold exploration project in central British Columbia hosting a pit-constrained inferred mineral resource of 0.84Moz Au at a grade of 0.64g/t Au and 4.51Moz Ag at a grade of 3.41g/t Ag within 41.071kt based on the NI 43-101 technical report dated March 28, 2025 and effective December 1, 2024. The mineral resource remains open along strike and at depth for resource expansion.
- **Shabu River Property (100% interest | Ontario, Canada):** District-scale exploration asset located in the Birch-Uchi Greenstone Belt in northwestern Ontario comprising a large, contiguous package of mineral claims covering a highly prospective and underexplored greenstone belt.
- **Cash:** US\$10 million.

Existing Roxmore shareholders will own 85.01% of Roxmore Spinco and SSR will hold a 14.99% strategic equity interest.

Board Recommendation & Fairness Opinions

The board of directors of Roxmore (the “**Board**”) has unanimously approved the Transaction and recommends that Roxmore shareholders vote in favour of the Transaction.

ATB Cormark Capital Markets, Canaccord Genuity Corp. and SCP Resource Finance LP have each provided an opinion to the Board to the effect that, as of the date thereof, based upon and subject to the assumptions, limitations and qualifications set forth therein, the consideration to be received by Roxmore shareholders pursuant to the Transaction is fair, from a financial point of view, to Roxmore shareholders. No portion of the fixed fee payable to SCP Resource Finance LP is contingent on the closing of the Transaction.

Transaction Terms, Conditions & Timing

The Transaction will be completed pursuant to a court-approved plan of arrangement under the BCBCA and will require approval by 66 2/3% of the votes cast by shareholders, warrant holders and option holders of Roxmore, voting together as a single class, at a special meeting of Roxmore shareholders expected to be held in December 2026 and a simple majority of the votes cast, excluding those votes attached to Roxmore Shares held by persons required to be excluded pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holder in Special Transaction*. Registered shareholders of Roxmore at the record date for Roxmore’s shareholders’ meeting will have customary dissent rights.

L1 Capital, together with all of the officers and directors of Roxmore, collectively control approximately 26.8% of the outstanding Roxmore Shares and have entered into voting support agreements pursuant to which they have agreed to vote their shares in favour of the Transaction, subject to certain customary conditions.

In addition to shareholder and court approvals, the Transaction is subject to the satisfaction of closing conditions customary for a transaction of this nature. The Agreement includes customary deal protections, including fiduciary-out provisions, non-solicitation covenants and the right to match any superior proposals. Additionally, a break fee in the amount of \$18² million is payable to SSR in certain circumstances if the Transaction is not completed.

Pursuant to the Agreement, all outstanding Roxmore warrants and options that remain unexercised at the effective time of the Transaction will be dealt with in accordance with the plan of arrangement, whereby “in-the-money” warrants and options will be exchanged for the net Cash Consideration and Spinco Consideration. Outstanding RSUs and DSUs will be exchanged for the Cash Consideration and Spinco Consideration.

Subject to the satisfaction or waiver of all closing conditions, the Transaction is expected to close in December 2026. In connection with and subject to closing the Transaction, it is expected that the Roxmore Shares will be delisted from the TSX and the Company will cease to be a reporting issuer under applicable Canadian securities laws. Full details of the Transaction will be included in the Circular.

A copy of the Agreement will be filed by Roxmore under Roxmore’s profile on SEDAR+ at www.sedarplus.ca.

² Based on 3.0% of Roxmore’s implied fully diluted in-the-money equity value (treasury stock method) and excluding any Spinco Consideration

Financial Advisors and Counsel

ATB Cormark Capital Markets and Canaccord Genuity Corp. are acting as co-advisors to Roxmore. Davies Ward Phillips & Vineberg LLP is acting as legal advisor to Roxmore.

About Roxmore Resources Inc.

Roxmore is focused on developing its flagship Converse Gold Project, one of the largest undeveloped gold deposits not owned by a major mining company in Nevada, USA. The Converse Gold Project is located within the prolific Battle Mountain trend. With decades of expertise in Nevada and globally, the Company's Board and management are focused on unlocking the potential of this project. For further details, please refer to the Company's SEDAR+ profile at www.sedarplus.ca.

About SSR Mining

SSR Mining Inc. is a free-cash-flow-focused gold and silver mining company and the third-largest gold producer in the United States. SSR Mining has a diversified portfolio of operating, development and exploration assets across the Americas, including four operating mines in the USA, Canada, and Argentina. In 2026, SSR Mining is expected to produce between 450,000 and 535,000 Gold Equivalent Ounces. The Company is headquartered in Denver, Colorado and is listed under the ticker symbol SSRM on the Nasdaq Stock Market and the Toronto Stock Exchange. For more information, please visit: www.ssrmining.com.

Qualified Person

The scientific and technical information contained in this news release has been reviewed and approved by Vance Spalding, who is a "qualified person" within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. Technical reports for each of the Rattlesnake Hills Project and Newton Property are available under Roxmore's profile on SEDAR+.

Important Additional Information

Roxmore intends to file a notice of the Roxmore shareholder meeting and accompanying management information circular (the "**Circular**") with the Toronto Stock Exchange and on SEDAR+ in connection with the solicitation of proxies to obtain Roxmore shareholder approval of the Transaction. Investors and securityholders of Roxmore are urged to carefully and thoroughly read the Circular, as may be amended or supplemented from time to time, and other relevant documents filed by Roxmore on SEDAR+, because they will contain important information about Roxmore, the Transaction, the risks related thereto and other related matters.

Shareholders of Roxmore will be able to obtain free copies of the Circular, as may be amended from time to time, and other relevant documents on SEDAR+ at www.sedarplus.ca. Copies of documents filed on SEDAR+ by Roxmore will also be available free of charge on Roxmore's website at <https://roxmoreresources.com/> under the "Investors" tab, or by contacting Roxmore's Investor Relations team at Contact@roxmoreresources.com.

Cautionary Note to U.S. Investors

Roxmore's mineral resources have been estimated and other technical information contained in this press release or the documents referenced herein has been prepared as at the effective date set out in the applicable technical report, based on the standards promulgated by the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM Standards**") in accordance with NI 43-101. The requirements of NI 43-101 differ from the disclosure requirements of the United States Securities and Exchange Commission ("**SEC**") generally applicable to United States companies, including under subpart 1300 of Regulation S-K

(“Reg S-K1300”). As a result of modernizing its disclosure regime relating to mining property disclosure in Reg S-K1300, the SEC now recognizes estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources.” In addition, the SEC has amended its definitions of “proven mineral reserves” and “probable mineral reserves” to be substantially similar to the corresponding CIM Standards required under NI 43-101. While the above terms are substantially similar to CIM Standards, investors should be aware that differences may exist. Investors are cautioned not to assume that any part or all of Roxmore’s or Roxmore Spinco’s mineral resources constitute or will be converted into reserves. These terms have a great amount of uncertainty as to their economic and legal feasibility.

Contact Information

John Dorward
Executive Chairman
Contact@roxmoreresources.com
Tel: 905-961-4727

Forward-Looking Information

This news release contains forward-looking statements (collectively, “**forward-looking statements**”) that may constitute “forward-looking information” 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 the Transaction, including the terms and timing thereof and the anticipated benefits of the Transaction to Roxmore shareholders; the Total Consideration payable under the Transaction, including the premium represented thereby; the formation and capitalization of Roxmore Spinco and its anticipated cash balance; the transfer of the Rattlesnake Hills Project, the Newton Property and the Shabu River Project to Roxmore Spinco; the expected management and operation of Roxmore Spinco as an independent exploration company and its business objectives; the anticipated post-closing ownership of Roxmore Spinco; the timing of the special meeting of Roxmore securityholders and of mailing the Circular; the receipt of securityholder, court and other approvals and the satisfaction of other closing conditions; the treatment of outstanding Roxmore options, RSUs, DSUs and warrants; the potential payment of a break fee; the expected delisting of the Roxmore Shares from the TSX and the Company ceasing to be a reporting issuer following closing; the expansion potential of the Company’s and Roxmore Spinco’s mineral properties; and any other statements regarding Roxmore’s or Roxmore Spinco’s future expectations, plans and intentions.

Forward-looking statements are inherently uncertain, and the Company’s actual results and performance may be affected by a number of risks, assumptions and expectations, many of which are beyond the control of the Company. Such risks include, without limitation: the possibility that the Transaction will not be completed on the terms or within the time currently anticipated, or at all; the failure to obtain the required securityholder, court or other approvals or to satisfy the closing conditions of the Transaction; the possibility that the Agreement may be terminated in certain circumstances, including the payment of a break fee; the possibility that the estimated value of the Spinco Consideration is not realized; the possibility that common shares of Roxmore Spinco will not be listed on a stock exchange at closing of the Transaction, or at all; risks inherent in any litigation relating to the Transaction; adverse effects on business or employee relationships of Roxmore; diversion of Roxmore management’s time and any business disruption following announcement of the Transaction.

Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the management of Roxmore at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. There can be no assurance that the Transaction will be completed on the terms described herein or at all. For information on material risks, uncertainties, factors and assumptions that could cause the Company's actual results to differ materially from the forward-looking statements, refer to Roxmore's most recent Annual Information Form available under the Company's SEDAR+ profile at www.sedarplus.ca, as well as the Company's other filings with the Canadian securities regulators.

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 does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether because of new information, future events or otherwise.