Roxmore Resources Files Management Information Circular for Special Meeting of Securityholders and Announces Receipt of Interim Order

Roxmore Board unanimously recommends that securityholders vote **FOR** the Arrangement

Special meeting of securityholders to be held on December 16, 2026

Proxy voting deadline is 8:30 a.m. (Toronto time) on December 14, 2026

All dollar figures in Canadian dollars unless otherwise stated.

Vancouver, British Columbia – November 20, 2026 – Roxmore Resources Inc. (TSX: RM) (OTCQX: GARLF) ("**Roxmore**" or the "**Company**") is pleased to announce that it has filed its management information circular (the "**Circular**") and related meeting materials for the special meeting of shareholders, option holders and warrant holders (collectively, the "**Securityholders**") to be held on December 16, 2026 (the "**Meeting**").

At the Meeting, Securityholders will be asked to approve the previously-announced plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**Arrangement**") pursuant to which a wholly-owned subsidiary of SSR Mining Inc. ("**SSR**") will acquire all of the issued and outstanding common shares of Roxmore (the "**Roxmore Shares**") for consideration per Roxmore Share of $6.75 in cash and 0.33 of a common share of RoxCore Resources Inc. ("**SpinCo**"), a new exploration company that will hold Roxmore's Rattlesnake Hills Project, Newton Project and Shabu River Property and will be capitalized with US$10 million in cash, all as more particularly described in the Circular.

Unanimous Recommendation of the Board

The board of directors of Roxmore (the "**Board**"), after receiving legal and financial advice, has unanimously determined that the Arrangement is fair and reasonable to Securityholders and in the best interests of Roxmore, and unanimously recommends that Securityholders vote **FOR** the Arrangement at the Meeting. The factors considered by the Board are detailed in the Circular and include:

- *Significant Premium*: The consideration implies total consideration of approximately $7.25 per Roxmore Share (including the estimated value of the SpinCo share consideration of $0.50 per Roxmore Share), representing a premium of approximately 58% to the 20-day volume-weighted average trading price ("**VWAP**") of the Roxmore Shares and approximately 36% to the closing price of the Roxmore Shares on the Toronto Stock Exchange, in each case as of October 9, 2026, the last trading day prior to the announcement of the Arrangement. The cash consideration alone represents a premium of approximately 47% to the 20-day VWAP.

- *Certainty of Value and Immediate Liquidity*: The $6.75 per Roxmore Share in cash provides certainty of value and immediate liquidity without exposure to future dilution or to commodity price, construction, development or execution risk.

- *Continued Exposure to Exploration Upside*: Former holders of Roxmore securities are expected to own approximately 85.01% of SpinCo, which will be led by John Dorward and other members of

Roxmore's existing technical and executive team and is expected to have US$10 million in cash and no debt. SSR will retain a 14.99% strategic equity interest in SpinCo, which the Board views as an endorsement of SpinCo's exploration upside potential.

- *Fairness Opinions*: Each of ATB Cormark, Canaccord Genuity and SCP Resource Finance has provided an opinion to the Board to the effect that, as of October 12, 2026, and based upon and subject to the assumptions, limitations and qualifications set out therein, the consideration to be received by the holders of Roxmore Shares pursuant to the Arrangement is fair, from a financial point of view, to such holders.

- *Strong Support*: The directors and officers of Roxmore and L1 Capital Pty Ltd, Roxmore's largest shareholder, who together beneficially own, or exercise control or direction over, approximately 23.15% of the outstanding Roxmore Shares as of the record date for the Meeting, have entered into voting agreements to vote in favour of the Arrangement.

Additional information regarding the reasons for the Board's recommendation and the risks related to the Arrangement is contained in the Circular.

Interim Order

The Company is also pleased to announce that, on November 16, 2026, it obtained an interim order (the "**Interim Order**") from the Supreme Court of British Columbia (the "**Court**") providing for the calling and holding of the Meeting and certain other procedural matters in connection with the Arrangement. The Meeting is to be held in accordance with the terms of the Interim Order.

The Meeting

The Meeting will be held in a hybrid format at 8:30 a.m. (Toronto time) on December 16, 2026, in person at 155 Wellington Street West, 40th floor, Toronto, Ontario, and virtually via live webcast at https://meetings.lumiconnect.com/400-181-979-094 (password "roxmore2026"), subject to any adjournment or postponement thereof. Securityholders of record as of the close of business on November 5, 2026 are entitled to receive notice of and to vote at the Meeting.

At the Meeting, Securityholders will be asked to consider and, if deemed advisable, pass a special resolution approving the Arrangement (the "**Arrangement Resolution**"). In order to become effective, the Arrangement Resolution must be approved by (i) not less than two-thirds of the votes cast by holders of Roxmore Shares, (ii) not less than two-thirds of the votes cast by Securityholders, voting together as a single class, and (iii) a simple majority of the votes cast by holders of Roxmore Shares, excluding the votes of certain related parties of Roxmore, as required under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, in each case present (virtually or in person) or represented by proxy at the Meeting. If the Arrangement Resolution is approved, holders of Roxmore Shares will also be asked to consider and, if deemed advisable, approve an omnibus equity incentive plan for SpinCo.

In addition to Securityholder approval, the Arrangement is subject to the approval of the Court and the satisfaction of certain other customary closing conditions. The hearing for the final order of the Court is expected to take place on December 18, 2026 and, subject to the satisfaction or waiver of closing conditions, the Arrangement is expected to close in December 2026 or January 2027.

The Circular contains important information regarding the Arrangement and related matters, including the background to the Arrangement, the reasons for the recommendation of the Board, how Securityholders

can participate and vote at the Meeting and how applicable registered Securityholders can deposit their Roxmore securities to receive their consideration under the Arrangement. Securityholders are urged to read the Circular in its entirety. The Circular is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Securityholder Questions and Voting Assistance

Securityholders are encouraged to vote well in advance of the proxy voting deadline of 8:30 a.m. (Toronto time) on December 14, 2026. Securityholders who have questions or require assistance with voting may contact Roxmore's proxy solicitation agent, Morrow Sodali (Canada) Ltd., by telephone at 1-833-711-5128 (toll-free within Canada and the U.S.) or 1-289-695-3075 (outside Canada and the U.S.), or by email at assistance@investor.sodali.com.

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.

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Forward-Looking Information

This news release contains 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 information. Forward-looking information is often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking information. More particularly and without limitation, this news release contains forward-looking information concerning the Arrangement, including the mailing of the Circular and related meeting materials; the timing of the Meeting and of the hearing for the final order of the Court; the anticipated benefits of the Arrangement to Securityholders, including the premium represented by the consideration; the formation, capitalization, management and anticipated ownership of SpinCo; the receipt of Securityholder, Court and other approvals and the satisfaction or waiver of other closing conditions; the anticipated timing of closing of the Arrangement; and any other statements regarding Roxmore's or 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 Arrangement 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 Arrangement; the possibility that the arrangement agreement may be terminated in certain circumstances, requiring the payment of a termination fee; the possibility that the estimated value of the SpinCo share consideration is not realized; the possibility that common shares of SpinCo will not be listed on a stock exchange at closing

of the Arrangement, or at all; risks inherent in any litigation relating to the Arrangement; adverse effects on business or employee relationships of Roxmore; and diversion of Roxmore management's time and any business disruption in connection with the Arrangement.

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 Arrangement 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 the Circular and 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 information contained in this news release is provided as of the date of this news release and is expressly qualified by the foregoing cautionary statement. Except as expressly required by applicable securities law, Roxmore does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether because of new information, future events or otherwise.