

Rockridge Resources Receive Final Orders Approving Proposed Plans of Arrangement with Eros Resources and MAS Gold

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Vancouver, Jan. 10, 2025 - [Rockridge Resources Ltd.](#) (TSX-V: ROCK) (OTCQB: RRRLF) (Frankfurt: RR0) ("Rockridge") (the "Company") is pleased to announce that Rockridge has obtained final orders of the Supreme Court of British Columbia approving the previously announced proposed statutory plans of arrangement under section 288 of the Business Corporations Act (British Columbia) (the "Arrangements") pursuant to which Eros will acquire all of the issued and outstanding common shares of MAS Gold and Rockridge that it does not already own in exchange for common shares of Eros, as more particularly described in the Joint Management Information Circular of Eros, MAS Gold, and Rockridge dated November 26, 2024, and in accordance with the terms of the business combination agreement between Eros, MAS Gold, and Rockridge dated September 30, 2024 (the "Business Combination Agreement"), all pursuant to the previously announced three-way merger transaction (the "Transaction"). Copies of the Joint Management Information Circular and the Business Combination Agreement are available under each of the companies' profiles on SEDAR+ at www.sedarplus.ca.

It is currently anticipated that the Arrangements will be completed this month, subject to the satisfaction or waiver of customary closing conditions. It is anticipated that the common shares of Rockridge will be delisted from the TSX Venture Exchange following completion of the Transaction and the resulting issuer will start trading thereafter.

About Rockridge Resources Ltd.:

Rockridge Resources is a public mineral exploration company focused on the acquisition, exploration and development of mineral resource properties in Canada, specifically copper and gold. The Company's 100% owned Knife Lake Project is located in Saskatchewan which is ranked as a top mining jurisdiction in the world by the Fraser Institute. The project hosts the Knife Lake Deposit, which is a VMS, near-surface Cu-Co-Au-Ag-Zn deposit open along strike and at depth. There is strong discovery potential in and around the deposit area as well as at regional targets on the large property package.

The Company's gold asset is its 100% owned Raney Gold Project, which is a high-grade gold exploration project located in the same greenstone belt that hosts the world class Timmins and Kirkland Lake lode gold mining camps. Recently reported drill hole RN 20-06 intersected 28.0 g/t gold over 6.0 metres at a shallow vertical level of 95 metres, which is the best result from the project thus far. Rockridge's goal is to maximize shareholder value through new mineral discoveries, committed long-term partnerships, and the advancement of exploration projects in geopolitically favourable jurisdictions.

Additional information about Rockridge Resources and its project portfolio can be found on the Company's website at www.rockridgeresourcesltd.com.

Rockridge Resources Ltd.

"Jonathan Wiesblatt"

Jonathan Wiesblatt
CEO

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None of the securities to be issued pursuant to the Transaction have been, nor will be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction.

Forward-Looking Information and Statements

Certain of the information or statements contained in this news release constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws, which are collectively referred to as "forward-looking statements". When used in this news release, words such as "will", "expect" and similar expressions are intended to identify these forward-looking statements as well as phrases or statements that certain actions, events or results "may", "could", "would" or "should" occur or be achieved or the negative connotation of such terms. Such forward-looking statements, including but not limited to statements relating to: the Transaction; the ability of the parties to satisfy the conditions to closing of the Transaction; and the anticipated timing of the completion of the Transaction, which involve numerous risks, uncertainties and other factors which may cause the actual results to be materially different from those expressed or implied by such forward-looking statements, including the risk factors identified in the Joint Management Information Circular respecting the Transaction and the documents incorporated by reference therein, which is available on the companies' profiles on SEDAR+ at www.sedarplus.ca. Such factors include, among others, obtaining required regulatory approvals, exercise of any termination rights under the Business Combination Agreement, meeting other conditions in the Business Combination Agreement, material adverse effects on the business, properties and assets of the companies, and whether any superior proposal will be made. Although the companies have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The companies undertake no obligation to update any forward-looking statements, except in accordance with applicable securities laws. All forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.

The forward-looking statements in this news release involve known and unknown risks, uncertainties and other factors that may cause the companies' actual results, performance and achievements to be materially different from the results, performance or achievements expressed or implied therein.

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