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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF EU REGULATION 596/2014 (WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018) ("UK MAR"). IN ADDITION, MARKET SOUNDINGS (AS DEFINED IN UK MAR) WERE TAKEN IN RESPECT OF CERTAIN OF THE MATTERS CONTAINED WITHIN THIS ANNOUNCEMENT, WITH THE RESULT THAT CERTAIN PERSONS BECAME AWARE OF INSIDE INFORMATION (AS DEFINED UNDER UK MAR). UPON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THOSE PERSONS THAT RECEIVED INSIDE INFORMATION IN A MARKET SOUNDING ARE NO LONGER IN POSSESSION OF SUCH INSIDE INFORMATION, WHICH IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

16 September 2024

Rockfire Resources plc
("Rockfire" or the "Company" or the "Group")

Placing and Subscription to raise £450,000
Proposed Retail Offer
and
Change of registered office address

Rockfire Resources plc (LON: ROCK), the base metal, precious metal, and critical mineral exploration company, announces that it has conditionally raised £450,000 (before expenses) by way of a placing and subscription (the "**Placing and Subscription**") of a total of 450,000,000 new ordinary shares of 0.1 pence each in the Company ("**Ordinary Shares**") at a price of 0.1 pence per new Ordinary Share (the "**Issue Price**"). Allenby Capital Limited ("**Allenby Capital**") is acting as sole broker in connection with the Placing.

The Directors intend for the net proceeds of the Placing and Subscription to be used, in conjunction with Rockfire's existing available cash, to continue development of the Company's Molaoi zinc/silver/lead project in Greece and to fund on-going working capital requirements within the Company.

In addition to the Placing and Subscription, it is proposed that there will be a separate conditional retail offer to existing shareholders to raise up to approximately £250,000 (before expenses) at the Issue Price (the "**Retail Offer**", and together with the Placing and Subscription, the "**Fundraise**"), to provide existing retail shareholders in the Company an opportunity to participate in the Fundraise. A separate announcement will be made shortly by the Company regarding the Retail Offer and its terms.

Those investors who subscribe for new Ordinary Shares pursuant to the Retail Offer (the "**Retail Offer Shares**") will do so pursuant to the terms and conditions of the Retail Offer contained in that announcement.

David Price, Chief Executive of Rockfire, said:

"We are very happy to complete the fundraising and now offer a retail component to existing shareholders who have not participated in the fundraising. This Retail Offer will remain for a short time only. The net proceeds of the Fundraise will be applied to (i) continue development of the Company's Molaoi zinc/silver/lead/Germanium project in Greece; and (ii) to fund on-going working capital requirements within the Company. This is an exciting period of growth for Rockfire and we will keep the market fully informed of progress with our mineral exploration and development of the Molaoi Zinc, Lead, Silver and Germanium project in Greece."

Background to the Fundraise

On 4 September 2024, the Company announced a JORC mineral resource upgrade at the Group's Molaoi zinc/silver/lead deposit in Greece. The updated JORC resource was 500% larger than the maiden resource announced by the Group in May 2022. This new resource places Molaoi within the top 20 undeveloped zinc resources globally in terms of tonnage, grade and zinc equivalent metal content. Molaoi now contains 1,090,000 tonnes of zinc, 260,000 tonnes of lead, and 19.1 million ounces of silver. Molaoi also contains one of the world's geologically rare critical metals, germanium. A preliminary germanium quantity, (not yet compliant with the JORC Code) has been calculated at 4.8 MT @ 21.9 g/t Ge (105,700 kg germanium). In its purest form, germanium is used as a semiconductor in transistors and other electronic devices. The next stage of development of the Molaoi deposit in Greece involves moving as many zinc tonnes into the "Indicated" category of the JORC Code, for input to a scoping study of mining and processing options. In addition, several important drill holes will be required to close drilling gaps on a number of drill lines.

In order to progress the development of Molaoi, the net proceeds of the Fundraise will be applied to: (i) continue development of the Company's Molaoi zinc/silver/lead/Germanium project in Greece; and (ii) to fund on-going working capital requirements within the Company.

At the Company's annual general meeting on the 28 of June 2024, the Company's shareholders approved share authorities available to the Directors to issue shares for cash on a non-pre-emptive basis.

In order to implement the Company's longer-term strategy and deliver shareholder value, the Board considers that the Group will be required to raise additional capital within the next 12 months. However, the Company is also exploring non-dilutive funding opportunities which may include finding a partner to farm into the Molaoi asset, similar to what we achieved with the Lighthouse tenement gold asset in Australia in 2023.

Details of the Placing and Subscription

The Fundraise comprises a placing (the "**Placing**") of 440,000,000 new Ordinary Shares (the "**Placing Shares**") and a subscription of 10,000,000 new Ordinary Shares (the "**Subscription Shares**") and up to 250,000,000 Retail Offer Shares (together the "**Fundraise Shares**") at the Issue Price. The Fundraise Shares are to be issued pursuant to the authorities granted to the Board at the Company's annual general meeting held on 28 June 2024 on a non-pre-emptive basis.

Completion of the Retail Offer is conditional, *inter alia*, upon completion of the Placing and Subscription. Completion of the Placing and Subscription is not conditional on the completion of the Retail Offer.

The Issue Price represents a discount of approximately 33 per cent. to the closing mid-market price of 0.15 pence of an Ordinary Share on 13 September 2024, being the latest practicable date prior to the publication of this announcement.

It is anticipated that an application will be made to London Stock Exchange plc ("**London Stock Exchange**") for the Placing Shares, the Subscription Shares and the Retail Offer Shares (once the final number of Retail Offer Shares to be issued is determined) to be admitted to trading on the AIM market of the London Stock Exchange ("**Admission**"). It is currently anticipated that Admission will become effective, and that dealings in the Placing Shares, Subscription Shares and Retail Offer Shares will commence on AIM, at 8.00 a.m. on or around 24 September 2024.

The Company and Allenby Capital have entered into a placing agreement pursuant to which Allenby Capital has, subject to certain conditions, procured subscribers for the Placing Shares at the Issue Price (the "**Placing Agreement**"). The Placing Agreement contains provisions entitling Allenby Capital to terminate the Placing (and the arrangements associated with it), at any time prior to Admission (as defined below) in certain circumstances, including in the event of a material breach of the warranties given in the Placing Agreement, the failure of the Company to comply with its obligations under the Placing Agreement, or the occurrence of a force majeure event or a material adverse change affecting the financial position or business or prospects of the Company. If this right is exercised, the Placing will not proceed and any monies that have been received in respect of the Placing will be returned to the applicants without interest and Admission will not occur. The Company has agreed to pay Allenby Capital a placing commission and all other costs and expenses of, or in connection with, the Placing.

The Placing is not being underwritten by Allenby Capital or any other person.

Director and PDMR participation

David Price and Nicholas Walley have subscribed for a total of 70,000,000 new Ordinary Shares at the Issue Price in the Placing and Subscription (the "**PDMR Participation**"). Details of the PDMR Participation are outlined in the table below.

Director/PDMR	Position	Participation amount in Fundraise	new Ordinary Shares being subscribed	Shareholding following Admission	Indicative percentage of enlarged share capital following Admission ¹
David Price	Chief Executive Officer	£10,000	10,000,000	56,350,000	1.73%
Nicholas Walley	Non-executive Director	£60,000	60,000,000	135,200,000	4.15%

¹ Indicative enlarged share capital following Admission in this context assumes full take-up under the Retail Offer.

The FCA notification, made in accordance with the requirements of UK MAR is appended further below.

Change of registered office address

The Company also announces that its registered office address has changed to Eastcastle House, 27-28 Eastcastle Street, London, United Kingdom, W1W 8DH

For further information on the Company, please visit www.rockfireresources.com or contact the following:

Rockfire Resources plc:

info@rockfire.co.uk

David Price, Chief Executive Officer

Allenby Capital Limited (Nominated Adviser & Broker):

Tel: +44 (0) 20 3328 5656

John Depasquale / George Payne (Corporate Finance)

Guy McDougall / Kelly Gardiner (Sales and Corporate Broking)

Notes to Editors

Rockfire Resources plc (LON: ROCK) is a mineral exploration and development company with a portfolio of 100%-owned mineral projects including a high-grade zinc deposit in Greece and gold and copper projects in Queensland Australia.

- The Molaoi deposit in Greece has a JORC resource of 1,090,000 tonnes of zinc, 260,000 tonnes of lead and 19.1 million ounces of silver. The Molaoi deposit in Greece has a JORC Inferred Mineral Resource of 15 million tonnes @ 7.26 % Zn, 1.75 % Pb and 39.5 g/t Ag, for 1,500,000 tonnes of ZnEq. This resource uses a 4% low-grade cut, and equates to 1,090,000 tonnes of zinc, 260,000 tonnes of lead and 19.1 million ounces of silver.
- Molaoi also contains one of the world's geologically rare critical metals, germanium. A preliminary germanium quantity, which does not comply with the requirements of the JORC Code has been calculated at 4.8 million tonnes @ 21.9 g/t Ge (105,700 kilograms germanium)
- The Plateau deposit in Queensland has a JORC resource of 130,000 ounces of gold and 800,000 ounces of silver.
- The Copperhead deposit in Queensland has a JORC resource of 80,000 tonnes of copper, 9,400 tonnes of molybdenum and 1.1 million ounces of silver.

Qualified Person Statement

The technical information in this announcement is based on information compiled by Mr David Price, the Chief Executive Officer of Rockfire Resources plc, who is a Fellow of the Australasian Institute of Mining and Metallurgy (F.AusIMM). Mr Price has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which has been undertaken to qualify as a "Qualified Person" in accordance with the AIM Rules Guidance Note for Mining and Oil & Gas Companies. Mr Price consents to the inclusion in the announcement of the matters based on their information in the form and context in which it appears.

IMPORTANT NOTICES

Notice to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended and as this is applied in the United Kingdom ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II as this is applied in the United Kingdom; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any

never implementing measures (together) and which do not meet the requirements, and determining all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares the subject of the Placing have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the **Target Market Assessment**). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares the subject of the Placing may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Capital Plus and Dowgate Capital will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares the subject of the Placing. Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

Forward Looking Statements

This announcement contains forward-looking statements which are based on the beliefs, expectations and assumptions of the Directors and other members of senior management about the Group's businesses. All statements other than statements of historical fact included in this announcement may be forward-looking statements. Generally, words such as "will", "may", "should", "could", "estimates", "continue", "believes", "expects", "aims", "targets", "projects", "intends", "anticipates", "plans", "prepares", "seeks" or, in each case, their negative or other variations or similar or comparable expressions identify forward-looking statements.

These forward-looking statements are not guarantees of future performance, and there can be no assurance that the expectations reflected in such forward-looking statements will prove to have been correct. Rather, they are based on the current beliefs, expectations and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Company and are difficult to predict, that may cause actual results, performance, plans, objectives, achievements or events to differ materially from those express or implied in such forward-looking statements. Undue reliance should, therefore, not be placed on such forward-looking statements.

New factors will emerge in the future, and it is not possible to predict which factors they will be. In addition, the impact of each factor on the Group's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those described in any forward-looking statement or statements cannot be assessed, and no assurance can therefore be provided that assumptions will prove correct or that expectations and beliefs will be achieved.

Any forward-looking statement contained in this announcement based on past or current trends and/or activities of the Group should not be taken as a representation that such trends or activities will continue in the future. No statement in this announcement is intended to be a profit forecast or to imply that the earnings of the Group for the current year or future years will match or exceed historical or published earnings of the Group.

Prospective investors are strongly recommended to read the risk factors set out in Part II of the Circular for a more complete discussion of the factors that could affect the Company's future performance and the industry in which the Company operates. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur.

Each forward-looking statement speaks only as at the date of this announcement and is not intended to give any assurance as to future results. The Company and/or its Directors expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein as a result of new information, future events or other information, except to the extent required by the FCA's Disclosure Guidance and Transparency Rules, the rules of the London Stock Exchange, including the AIM Rules or by applicable law.

Notice to overseas persons

This announcement does not constitute, or form part of, a prospectus relating to the Company, nor does it constitute or contain any invitation or offer to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company.

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This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

General

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) or any previous announcement made by the Company is incorporated into, or forms part of, this announcement.

Allenby Capital, which is authorised and regulated by the FCA in the United Kingdom, is acting as Nominated Adviser and Broker to the Company in connection with the Placing. Allenby Capital will not be responsible to any person other than the Company for providing the protections afforded to clients of Allenby Capital or for providing advice to any other person in connection with the Placing. Allenby Capital has not authorised the contents of, or any part of, this announcement, and no liability whatsoever is accepted by Allenby for the accuracy of any information or opinions contained in this announcement or for the omission of any material information.

Certain figures contained in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly with the total figure given.

	Details of the person discharging managerial responsibilities/person closely associated	
(a)	Full name of person Dealing	David Price
2.	Reason for notification	
(b)	Position/status	Chief Executive Officer
(c)	Initial notification/ Amendment	Initial notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
(d)	Name of entity	Rockfire Resources plc
(e)	LEI	213800THSZQSFKTXOI24
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
(a)	Description of the financial instrument, type of instrument	Ordinary Shares of 0.1p each
(b)	Identification code	Identification code (ISIN) for Rockfire Resources plc ordinary

		shares: GB00B42TN250		
(c)	Nature of the transaction	Acquisition of Ordinary Shares		
(d)	Price(s) and volume(s)	Prices(s)	Volume(s)	
		0.1 pence per new Ordinary Share	10,000,000	
(e)	Aggregated information: - Aggregated volume - Price - Amount	10,000,000 0.1 pence per Ordinary Share £10,000		
(f)	Date of transaction	16 September 2024		
(g)	Place of transaction	Outside a trading venue		

	Details of the person discharging managerial responsibilities/person closely associated		
(a)	Full name of person Dealing	Nicholas Walley	
2.	Reason for notification		
(b)	Position/status	Non-executive Director	
(c)	Initial notification/ Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
(d)	Name of entity	Rockfire Resources plc	
(e)	LEI	213800THSZQSFKTXOI24	
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
(a)	Description of the financial instrument, type of instrument	Ordinary Shares of 0.1p each	
(b)	Identification code	Identification code (ISIN) for Rockfire Resources plc ordinary shares: GB00B42TN250	
(c)	Nature of the transaction	Acquisition of Ordinary Shares	
(d)	Price(s) and volume(s)	Prices(s)	Volume(s)
		0.1 pence per new Ordinary Share	60,000,000
(e)	Aggregated information: - Aggregated volume - Price - Amount	60,000,000 0.1 pence per Ordinary Share £60,000	
(f)	Date of transaction	16 September 2024	

(g)	Place of transaction	Outside a trading venue
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