

Reykjavík, Dec. 04, 2024 (GLOBE NEWSWIRE) -- ÁŽESSI TILKYNNING OG UPPLÁsingARNAR SEM HÁ%R BIRTAST ERU EKKI Á†TLAÁAR TIL ÁSTGÁFU, BIRTINGAR EÁA DREIFINGAR, BEINT EÁA Á“BEINT, Á HEILD EÁA AÁ HLUTA, Á EÁA TIL BANDARÁKJANNA, ÁSTRALÁU, JAPAN, LÁÁVELDISINS SUÁUR-AFRÁKU EÁA ANNARRA ÁŽEIRRA LÁGSAGNARUMDÁ†MA ÁŽAR SEM SLÁKT VÁ†RI Á“LÁ–GLEGT. VINSAMLEGAST ATHUGIÁ KAFLANN UM MIKILVÁ†GAR TILKYNNINGAR (E. IMPORTANT NOTICES) Á ŽESSARI TILKYNNINGU.

ÁŽESSI TILKYNNING ER EINGÁ–NGU SETT FRAM Á UPPLÁsingASKYNI OG FELUR EKKI Á SÁ%R EÁA ER HLUTI AF ÁSTBOÁI EÁA BOÁI UM KAUP EÁA ÁSKRIFT AÁ VERÁBRÁ%FUM AMAROQ MINERALS LTD.

TILKYNNING ÁŽESSI HEFUR AÁ GEYMA INNHERJAUPLÁsingAR EINS OG ÁŽÁ†R ERU SKILGREINDAR Á REGLUGERÁ EVRÁ“PUSAMBANDSINS UM MARKAÁSSVIK NR. 596/2014, SEM HEFUR VERIÁ TEKIN UPP Á ÁSLENSKAN RÁ%TT MEÁ LÁ–GUM NR. 60/2021 UM AÁGERÁIR GEGN MARKAÁSSVIKUM OG BRESKRAR ÁSTGÁFU REGLUGERÁAR UM MARKAÁSSVIK NR. 596/2014, SEM ER HLUTI ENSKRA LAGA MEÁ SKÁRSKOTUN TIL LAGA UM ÁSTGÁ–NGU ÁŠR EVRÁ“PUSAMBANDINU FRÁ 2018, MEÁ ÁORÁNUM BREYTINGUM.Á MEÁ OPINBERRI BIRTINGU ÁŽESSARA UPPLÁsingA Á GEGNUM VIÁURKENNDA FRÁ%TTAVEITU TELJAST ÁŽÁ†R OPINBERAR.

Amaroq Minerals Ltd.

Amaroq Minerals LÁ½kur vel heppnaÁ°ri hlutafjÁ†raukningu

Amaroq Minerals Ltd.Á tilkynmir aÁ° hlutafjÁ†rÁ°tboÁ°i fÁ°lagsins, sem tilkynnt var um Á½ánn 3. desember 2024, er nÁ° lokiÁ° og var rÁ°flega 60% umframéftirspurn eftir hlutum Á fÁ°laginu.

Alls verÁ°ur 32.034.664 nÁ½jum hlutum Á°thlutaÁ° til nÁ°verandi og nÁ½rra hluthafa, Á† gengu 151 krÁ³na (C 1,53, 86 pence samkvÁ†mt dagslokagengi Á½ánn 2. desember 2024) Á† hvern hlut. SÁ°lluandvirÁ°i hÁ†kkunarinnar nemur um 4,8 milljÁ°rÁ°um Áslenskra krÁ³na (C 48,9 milljÁ³nir, Á£27.5 milljÁ³nir). SÁ°lluandvirÁ°i Á°tboÁ°sins, umfram Á†Á°ur fyrirhugaÁ°a 3,5 milljarÁ°a, verÁ°ur variÁ° til aÁ° hraÁ°a vexti fÁ°lagsins innan eignasafns Á½ess Á GrÁ†nlandi sem og aÁ° styrkja enn frekar efnahagsreikning fÁ°lagsins.

NÁ½ju hlutirnir nema um 8.1 prÁ³senti af Á°tgefnu hlutafÁ° fÁ°lagsins eftir hÁ†kkunina. ReiknaÁ° er meÁ° aÁ° viÁ°skipti meÁ° hina nÁ½ju hluti hefst Á½ánn 16. desember 2024.

Landsbankinn hf., Acro verÁ°brÁ°f hf. og Fossar fjÁ†rfestingarbanki hf. voru sameiginlegir sÁ°lluÁ†Á°gjafar meÁ° Á°tboÁ°inu Á† Áslandi og Landsbankinn sÁ°llutryggÁ°i einnig Á°tboÁ°iÁ° aÁ° hluta.

Panmure Liberum Limited og Canaccord Genuity Limited voru rÁ†Á°gjafar og sÁ°lluÁ°ilar fÁ°lagsins Á Bretlandi.

Eldur Á“lafsson, forstjÁ³ri:

á€žÁ°g vil Á½akka Á°llum fjÁ†rfestum, jafnt nÁ°verandi hluthÁ°fum sem og nÁ½jum, fyrir Á½ánn mikla stuÁ°ning sem Á½eir sÁ½na fÁ°laginu meÁ° Á½á†ttÁ°ku Á hlutafjÁ†raukningunni. ViÁ° nÁ½ttum okkur stÁ†kkunarheimild Á Á°tboÁ°inu til aÁ° styrkja fÁ°lagiÁ° enn frekar sem og til aÁ° hleypa aÁ° nÁ½jum alÁ½jÁ³Á°legum fjÁ†rfestum sem sÁ½ndu fÁ°laginu mikinn Á†huga Á ferlinu. ViÁ° hlÁ°kkum til aÁ° veita markaðnum frekari upplÁ½singar um framvindu Á Nalunaq sem og frÁ† Á°lum rannsÁ³knarleyfum okkar.á€œ

NÁ†nari upplÁ½singar veita:

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For Company updates:

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Application for Admission

Applications will be made for admission of the Fundraising Shares to trading on (a) AIM; (b) Icelandic Exchange; and (c) the TSX-V, with listing subject to the conditional approval of the TSX-V and the Company satisfying all of the requirements of the TSX-V. It is currently expected that admission will become effective, and that dealings in the Fundraising Shares will commence on AIM, at 8.00 a.m. GMT on 16 December 2024, on the Icelandic Exchange at 9.30 a.m. UTC on 16 December 2024 and on the TSX-V at 9:30 a.m. ET on 16 December 2024 (or in each case such other date as may be agreed between the Company and the UK Joint Bookrunners).

The Fundraising Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing common shares of the Company, including the right to receive all dividends and other distributions thereafter declared, made or paid on the enlarged share capital from admission.

Total Voting Rights

Following the admission of the Icelandic Placing Shares, the UK Placing Shares and the Canadian Subscription Shares, Amaroq's total issued share capital will consist of 397,694,407 common shares of no par value. Given the Company does not hold any common shares in Treasury, this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in interest in, the share capital of the Company under the Disclosure Guidance and Transparency Rules or the Icelandic Act No 20/2021 on Disclosure Obligations of Issuers and Notifications on Major Holdings.

Director Participation and Related Party Transaction

Amaroq director, Eldur Olafsson, has participated in the Canadian Subscription, acquiring a total of 582,690 new common shares representing gross proceeds of approximately £0.50 million (C 0.89 million, ISK 88.2 million) via Vatnar hf.. The notification set out below is made in accordance with the requirements of the UK Market Abuse Regulation. Following Admission Eldur Olafsson will be interested in a total of 10,084,863 common shares in the capital of the Company, representing approximately 2.5 per cent. of the Company's enlarged issued share

capital.

Amaroq director, Sigurbjorn Thorkelsson, has also participated in the Canadian Subscription, acquiring a total of 1,165,382 new common shares representing gross proceeds of approximately Â£1.00 million (C 1.78 million, ISK 176.4 million) via Klettur fjarfestingar ehf.. The notification set out below is made in accordance with the requirements of the UK Market Abuse Regulation. Following Admission Sigurbjorn Thorkelsson will be interested in a total of 12,037,640 common shares in the capital of the Company, representing approximately 3.0 per cent. of the Company's enlarged issued share capital.

Amaroq director, David Neuhauser, has also participated in the Canadian Subscription, acquiring a total of 116,538 new common shares representing gross proceeds of approximately Â£0.10 million (C 0.18 million, ISK 17.6 million) via Livermore Strategic Opportunities LP. The notification set out below is made in accordance with the requirements of the UK Market Abuse Regulation. Following Admission David Neuhauser will be interested in a total of 14,726,362 common shares in the capital of the Company, representing approximately 3.7 per cent. of the Company's enlarged issued share capital.

As such, the Canadian Subscriptions will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 "Protection of Minority Security Holders in Special Transactions" ("MI 61-101") and within the meaning of Policy 5.9 of the TSX-V rules.

Related party transactions require the Company to obtain a formal valuation and minority shareholder approval unless exemptions from these requirements are available under applicable Canadian securities laws. With respect to the Canadian Subscription, the Company is relying on the exemption from the formal valuation requirements and minority approval requirements in sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value of the securities distributed to, and the consideration received from, interested parties does not exceed 25% of the Company's market capitalization. The Company did not file a material change report at least 21 days prior to the expected closing of the Canadian Subscription as participation of the insiders had not been confirmed at that time and the Company wishes to close on an expedited basis for business reasons.

Eldur, Sigurbjorn and David's participation by virtue of their respective positions as directors in the Company, are classified as related parties of the Company and their participation in the Fundraising is considered a 'related party transaction' under Rule 13 of the AIM Rules.

The independent directors consider, having consulted with Panmure Liberum, the Company's nominated adviser, that the terms of the participation by Eldur, Sigurbjorn and David are fair and reasonable insofar as shareholders are concerned.

Persons Discharging Managerial Responsibilities (PDMRs) Disclosures

1.	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Eldur Olafsson		
2.	Reason for the Notification			
a)	Position/status	Chief Executive Officer		
b)	Initial notification/Amendment	Initial notification		
3.Â Â Â Â	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	Amaroq Minerals Ltd.		
b)	LEI	213800Q21S5JQ6WKCE70		
4.Â Â Â Â	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	Common shares of no par value		
	Identification code	CA02312A1066		
b)	Nature of the transaction	Subscription for cash		
c)	Price(s) and volume(s)	Â	Price(s)	Volume(s)
		Â Â Â Â Â 1)Â Â Â	86p	582,690
d)	Aggregated information:			
	Â Aggregated volume	582,690		
	Â Price	86p		
e)	Date of the transaction	3 December 2024		
f)	Place of the transaction	XOFF		

1.	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Eldur Olafsson		
2.	Reason for the Notification			
a)	Position/status	Chief Executive Officer		
b)	Initial notification/Amendment	Initial notification		
3.Á Á Á Á	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	Amaroq Minerals Ltd.		
b)	LEI	213800Q21S5JQ6WKCE70		
4.Á Á Á Á	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	Common shares of no par value		
	Identification code	CA02312A1066		
b)	Nature of the transaction	Shares pledged by Eldur Olafsson as security for a loan from Lansdbankinn hf.		
c)	Price(s) and volume(s)	Á	Price(s)	Volume(s)
		Á Á Á Á Á Á 1)Á Á Á	86p	582,690
d)	Aggregated information:			
	Á·Aggregated volume	582,690		
	Á·Price	86p		
e)	Date of the transaction	3 December 2024		
f)	Place of the transaction	XOFF		

1.	Details of the person discharging managerial responsibilities / person closely associated			
a)	Name	Sigurbjorn Thorkelsson		
2.	Reason for the Notification			
a)	Position/status	Non-Executive Director		
b)	Initial notification/Amendment	Initial notification		
3.Â Â Â Â	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor			
a)	Name	Amaroq Minerals Ltd.		
b)	LEI	213800Q21S5JQ6WKCE70		
4.Â Â Â Â	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	Common shares of no par value		
	Identification code	CA02312A1066		
b)	Nature of the transaction	Subscription for cash		
c)	Price(s) and volume(s)	Â	Price(s)	Volume(s)
		Â Â Â Â Â Â 1)Â Â Â	86p	1,165,382
d)	Aggregated information:			
	Â·Aggregated volume	1,165,382		
	Â·Price	86p		
e)	Date of the transaction	3 December 2024		

This Announcement, as it relates to the UK Placing, is directed at and is only being distributed to: (a) if in a member state of the EEA, persons who are qualified investors (‘‘EEA Qualified Investors’’), being persons falling within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (the ‘‘EU Prospectus Regulation’’); or (b) if in the United Kingdom, persons who are qualified investors (‘‘UK Qualified Investors’’), being persons falling within the meaning of Article 2(e) of assimilated Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the ‘‘UK Prospectus Regulation’’), and who are (i) persons falling within the definition of ‘‘investment professional’’ in Article 19(5) of the Financial Services And Markets Act 2000 (Financial Promotion) Order 2005, as amended (the ‘‘Order’’) or (ii) persons who fall within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, or (c) persons to whom it may otherwise be lawfully communicated (all such persons referred to in (a), (b) and (c) together being referred to as ‘‘Relevant Persons’’).

The Fundraising Shares have not been qualified for distribution by prospectus in Canada and may not be offered or sold in Canada except in reliance on exemptions from the requirements to provide the relevant purchaser with a prospectus and, as a consequence of acquiring securities pursuant to this exemption or exemptions, certain protections, rights and remedies provided by the applicable Canadian securities laws will not be available to the relevant purchaser. The Fundraising Shares will be subject to statutory resale (hold) restrictions for a period of four months and one day in Canada under the applicable Canadian securities laws and any resale of the Common Shares must be made in accordance with such resale restrictions or in reliance on an available exemption therefore. Such restrictions shall not apply to any Fundraising Shares acquired outside of Canada.

For the attention of residents of Australia: This Announcement is not a prospectus or product disclosure statement or otherwise a disclosure document for the purposes of Chapter 6D or Part 7.9 of the Australian Corporations Act 2001 (Cth) (‘‘Corporations Act’’) and does not constitute an offer, or an invitation to purchase or subscribe for the Fundraising Shares offered by this Announcement except to the extent that such an offer or invitation would be permitted under Chapter 6D or Part 7.9 of the Corporations Act without the need for a lodged prospectus or product disclosure statement. In addition, for a period of 12 months from the date of issue of the Fundraising Shares, no transfer of any interest in the Fundraising Shares may be made to any person in Australia except to ‘‘sophisticated investors’’ or ‘‘professional investors’’ within the meaning of sections 708(8) and (11) of the Corporations Act or otherwise in accordance with section 707(3) of the Corporations Act.

No other person should act on or rely on this Announcement as it relates to the UK Placing and persons distributing this Announcement must satisfy themselves that it is lawful to do so. By accepting the terms of this Announcement, you represent and agree that you are a Relevant Person. This Announcement must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this Announcement or the Fundraising relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

No offering document or prospectus will be made available in any jurisdiction in connection with the matters contained or referred to in this Announcement or the UK Placing or the Fundraising, unless applicable in relation to admission to trading in Iceland and no such prospectus is required (in accordance with either the EU Prospectus Regulation for the purpose of the offer or sale of the Common Shares, the UK Prospectus Regulation or Canadian securities laws) to be published. The offering as it relates to the Icelandic Placing is subject to the exemptions from the obligation to publish a prospectus provided for in Articles 1(4)(a) and 1(4)(b) of the EU Prospectus Regulation.

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All offers of the Fundraising Shares will be made pursuant to an exemption under the EU Prospectus Regulation and the UK Prospectus Regulation from the requirement to produce a prospectus. This Announcement is being distributed and communicated to persons in the United Kingdom only in circumstances in which section 21(1) of FSMA does not apply.

The Fundraising Shares to be issued pursuant to the Fundraising will not be admitted to trading on any stock exchange other than AIM, the TSX-V and the Icelandic Exchange.

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

Forward-Looking Information

This Announcement includes statements that are, or may be deemed to be, ‘forward-looking statements’. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms ‘aims’, ‘anticipates’, ‘believes’, ‘could’, ‘envisages’, ‘estimates’, ‘expects’, ‘intends’, ‘may’, ‘plans’, ‘projects’, ‘should’, ‘targets’ or ‘will’ or, in each case, their negative or other variations or comparable terminology. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and factors which are beyond the Company’s control. The actual results, performance or achievements of the Company or developments in the industry in which the Company operates may differ materially from the future results, performance or achievements or industry developments expressed or implied by the forward-looking statements contained in this Announcement. The forward-looking statements contained in this Announcement speak only as at the date of this Announcement. The Company undertakes no obligation to update or revise publicly the forward-looking statements contained in this Announcement, except as required in order to comply with its legal and regulatory obligations.