

# Robex Resources Inc. Files Management Information Circular for Special Meeting of Shareholders

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- The Board of Directors of [Robex Resources Inc.](#) unanimously recommends that shareholders vote FOR the Arrangement Resolution in connection with the proposed plan of arrangement with Predictive Discovery Limited.
- Your vote is important no matter how many shares you hold. Vote today.
- Shareholders who have questions or need assistance with voting their shares should contact Robex' proxy solicitation agent and shareholder communications advisor Laurel Hill Advisory Group by telephone at 1-877-452-7184 (for shareholders in North America), 1-800-861-409 (for CDI holders in Australia) or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

QUEBEC CITY, Nov. 13, 2025 -- West African gold producer and developer Robex Resources Inc. ("Robex" or the "Corporation") is pleased to announce that the Corporation has filed its management information circular (the "Circular") and related materials for the special meeting (the Meeting) of the registered and beneficial holders (the "Robex Shareholders") of common shares ("Robex Shares") in the capital of Robex, to be held virtually, via live video webcast at [www.icastpro.ca/q04g09](http://www.icastpro.ca/q04g09) (English) or [www.icastpro.ca/hzwy58](http://www.icastpro.ca/hzwy58) (French), on December 15, 2025 at 8:00 a.m. (Eastern Time) and 9:00 p.m. (Australian Western Standard Time). Robex Shareholders are required to pre-register for the Meeting at the foregoing links to be able to vote their Robex Shares in person at the Meeting and are urged to vote in advance of the Meeting by proxy. The Circular and related materials have been filed on SEDAR+ and are available at [www.sedarplus.ca](http://www.sedarplus.ca).

At the Meeting, Robex Shareholders will be asked to consider and vote on a special resolution (the "Arrangement Resolution") approving a statutory plan of arrangement (the "Plan of Arrangement") pursuant to Chapter XVI - Division II of the *Business Corporations Act* (Québec) (the "Arrangement"), subject to the terms and conditions of an arrangement agreement dated October 5, 2025 (the "Arrangement Agreement"), entered into among Robex, Predictive Discovery Limited ("Predictive") and 9548-5991 Québec Inc. ("Acquireco").

## Arrangement Details

Under the Arrangement Agreement, the parties have agreed to effect the Arrangement, pursuant to which Acquireco, a direct wholly-owned subsidiary of Predictive, will acquire all of the issued and outstanding Robex Shares and Robex Shareholders will be entitled to receive, for each Robex Share held immediately prior to the effective time of the Arrangement (the "Effective Time"), 8.667 fully paid ordinary shares in the capital of Predictive (the "Consideration") (each one whole share of Predictive, a "Predictive Share"). For example, if you hold 1,000 Robex Shares, you will receive 8,667 Predictive Shares.

Each outstanding CHES Depositary Interest representing a unit of beneficial ownership in a Robex Share ("Robex CDIs") immediately prior to the Effective Time shall be cancelled and cease to be outstanding, and for greater certainty, holders of the Robex Shares represented by such Robex CDI shall be entitled to receive the Consideration (subject to rounding, as provided for in the Plan of Arrangement) for each Robex Share represented by Robex CDIs held by them immediately prior to the Effective Time. For clarity, if you hold 1,000 Robex CDIs, you will receive 8,667 Predictive Shares.

As a result of, and immediately following the completion of, the Arrangement, Robex will be an indirect wholly owned subsidiary of Predictive and the former Robex Shareholders will be entitled to receive the Consideration for each Robex Share previously held by them immediately prior to the Effective Time (subject to rounding, as provided for in the Plan of Arrangement).

## Board Recommendation

The board of directors of the Corporation (the "Robex Board") and the special committee of independent directors established by the Robex Board (the "Special Committee") have unanimously determined that the Arrangement is in the best interests of the Corporation and that the Arrangement is fair to Robex Shareholders. The Special Committee unanimously recommended that the Robex Board approve the Arrangement and that the Robex Board recommends to Robex Shareholders that they vote FOR the Arrangement Resolution.

The Robex Board unanimously recommends that Robex Shareholders vote FOR the Arrangement Resolution to approve the Arrangement.

## Reasons for the Board Recommendation

In reaching its conclusion that the Arrangement is in the best interests of the Corporation and is fair to Robex Shareholders, the Robex Board and the Special Committee considered and relied upon a number of factors and reasons, including, but not limited to, the following:

- **Pathway to Becoming One of West Africa's Leading Gold Producers.** The Arrangement combines two of the potentially largest, lowest cost and most advanced gold projects in West Africa, enhancing scale, access to capital, strategic relevance and competitiveness.
- **Flexibility Through Leveraging Cash Flows from Robex to Fund Development of the Bankan Project.** Significant cash flows are expected to be generated from the Kiniero Project which can provide additional funds to support development of the Bankan Project.
- **Right Management and Board Skill Set to Drive Value Creation.** The combined company is expected to have a strengthened team with a proven in-country track record and complementary skill set to develop and operate mines in West Africa and extensive experience working within dual-listed and large mining companies in Africa. It is anticipated that Robex' leading development team will move from the Kiniero Project's construction to the Bankan Project's development, applying lessons learned and optimizing workforce deployment.
- **Potential for Meaningful Upside.** The proximity of the Bankan Project and Kiniero Project creates a tier-1 mining hub with the potential for meaningful upside, coordinated development, operating and exploration strategies, and enhanced ability to leverage in-country resources.
- **Enhanced Capital Markets Presence.** The greater scale and multi-asset nature of the combined company, with potential inclusion in the ASX 200 and VanEck Junior Gold Miners indices is expected to enhance the combined company's relevance and attractiveness to investors, positioning the combined company for a potential share price re-rate.
- **Fairness Opinions.** The Special Committee and the Board received fairness opinions from Cormark Securities Inc. and Canaccord Genuity Corp., respectively, to the effect that, as of the date thereof, and subject to the assumptions, limitations and qualifications set out therein, the Consideration to be received by the Robex Shareholders pursuant to the Arrangement is fair, from a financial point of view, to the Robex Shareholders.

## Vote Requirements

The Arrangement can only proceed if, among other conditions, it receives the approval of not less than two-thirds (66⅔%) of the votes cast on the Arrangement Resolution by Robex Shareholders represented in person or by proxy at the Meeting.

## Voting Support Agreements

All the directors, senior officers and certain Robex Shareholders have entered into voting support agreements with Predictive (the "Robex Voting Support Agreements"), which in the aggregate represent approximately 25.5% of the issued and outstanding Robex Shares. Under the Robex Voting Support Agreements, each of the directors, senior officers and certain Robex Shareholders have agreed to, among other things, support the Arrangement and to vote any Robex Shares they own for and in favour of approving the Arrangement Resolution.

*SHAREHOLDERS ARE URGED TO VOTE WELL IN ADVANCE OF THE MEETING AND, IN ANY EVENT, PRIOR TO THE PROXY VOTING DEADLINE NO LATER THAN 5:00 P.M. (EASTERN TIME) ON DECEMBER 11, 2025 (6:00 A.M. AUSTRALIAN WESTERN STANDARD TIME ON DECEMBER 12, 2025).*

#### Shareholder Questions and Voting Assistance

Shareholders who have questions about the information contained in the Circular or require assistance with voting their shares, may contact Robex proxy solicitation agent and shareholder communications advisor:

Laurel Hill Advisory Group

Toll-Free: 1-877-452-7184 (for Shareholders in North America) or 1-800-861-409 (for CDI holders in Australia)

International: 1-416-304-0211 (for Shareholders outside North America)

By Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

*This announcement was approved by the Managing Director.*

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

Robex Resources Inc.

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#### Not an Offer

No securities regulatory authority has either approved or disapproved of the contents of this news release. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities being offered have not been registered under the U.S. Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

#### Forward-looking Statements

This announcement contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively "Forward-looking Information"). These include statements regarding Robex's intent, or the beliefs or current expectations of the officers and directors of Robex for the combined company post-closing. Actual results and outcomes of the Arrangement and of the combined company may vary materially from what is set out in any Forward-looking Information. As well, Forward-looking Information may include, but are not limited to, statements relating to: future outlook and anticipated events, such as the consummation and timing of the Arrangement; the strategic vision for the combined company following the closing of the Arrangement and expectations regarding exploration and development potential; leveraging cash flows from the Kiniero Project to fund the Bankan Project; the capital markets profile of the combined company; production capabilities and future financial or operating performance of the combined company post-closing, including investment returns; cash flows; share price performance; production and cost guidance; the potential valuation of the combined company following the closing of the Arrangement; the satisfaction of the conditions precedent to the Arrangement; obtaining the required stock exchange, court and shareholder approvals; the success of Predictive and Robex in

combining operations upon closing of the Arrangement; expectations for the potential development and cash flow of the Bankan Project and Kiniero Project; the ability to obtain funding; the potential for inclusion in certain financial market indices; the potential of the combined company to meet industry targets, public profile and expectations; and future plans, projections, objectives, estimates and forecasts and the timing related thereto.

All statements, other than statements of historical fact, that address circumstances, events, activities or developments that could or may or will occur are Forward-looking Information. Forward-looking Information is generally identified by the use of words like "will", "create", "enhance", "improve", "potential", "expect", "upside", "growth", "estimate", "anticipate" and similar expressions and phrases or statements that certain actions, events or results "may", "could", or "should", or the negative or grammatical variations of such terms, are intended to identify Forward-looking Information. Although Robex believes that the expectations reflected in the Forward-looking Information are reasonable, undue reliance should not be placed on Forward-looking Information since no assurance can be provided that such expectations will prove to be correct. Forward-looking Information is based on information available at the time those statements are made and/or good faith belief of the officers and directors of Robex as of that time with respect to future events and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or suggested by the Forward-looking Information. Forward-looking Information involves numerous risks and uncertainties. Such factors may include, but are not limited to, risks related to the closing of the Arrangement, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary approvals, licenses and permits and diminishing quantities or grades of reserves, political and social risks (including, but not limited to, in Guinea, Ivory Coast, Mali and West Africa more broadly), changes to the legal and regulatory framework within which Robex operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation, as well as the risks identified in the section titled "Risk Factors" in Robex's most recently filed Annual Information Form which is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Forward-looking Information is designed to help readers understand Robex' views as of that time with respect to future events and speak only as of the date they are made. Except as required by applicable law, Robex assumes no obligation to update or to publicly announce the results of any change to any Forward-looking Information contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the Forward-looking Information. If Robex updates any Forward-looking Information, no inference should be drawn that Robex will make additional updates with respect to such or other Forward-looking Information. All Forward-Looking Information contained in this announcement is expressly qualified in its entirety by this cautionary statement.

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