

**GOTHAM RESOURCE CORP.**

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NEWS RELEASE

**RESULTS OF ANNUAL GENERAL AND SPECIAL MEETING**

**December 29, 2023** – Gotham Resource Corp. (“**Gotham**”), (TSXV: GHM.P) is pleased to report the results of its Annual General and Special Meeting of the shareholders held on December 29, 2023 (the “**Meeting**”). All management resolutions proposed to shareholders for approval as set out in the Company’s Notice of Meeting and management information circular dated November 27, 2023 (the “**Information Circular**”), were approved by the majority of votes cast at the Meeting.

In addition, shareholders approved the amended stock option plan (the “**Amended Stock Option Plan**”), which amends and restates the previously existing stock option plan of the Company in order to bring the Company’s stock option plan in line with the amendments to TSX Venture Exchange (the “**TSXV**”) Policy 4.4 – *Security Based Compensation* (“**Policy 4.4**”) effective November, 2021. The new Policy 4.4 sets out a new framework for security-based compensation for issuers listed on the TSXV. The Amended Stock Option Plan is a “rolling option plan” under which stock options may be issued which are exercisable to acquire a maximum of 10% of the common shares of the Company which are issued and outstanding at the time of any grant. The Company currently has 16,550,290 common shares issued and outstanding. Please refer to the Information Circular for further details with respect to the amendments in accordance with the revised Policy 4.4.

*About Gotham Resource Corp.*

Gotham Resource Corp. is a Capital Pool Company under TSXV Policy 2.4 – *Capital Pool Companies*. Since its incorporation, the principal business of Gotham Resource Corp. has been to identify, evaluate and acquire assets, properties or business which could constitute a Qualifying Transaction.

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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