



ROK Resources Receives Final Order and Enters into Amending Agreement to Extend Outside Date

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REGINA, SK / December 31, 2025 / ROK Resources Inc. ("**ROK**" or the "**Company**") (TSXV:ROK)(OTCQB:ROKRF) is pleased to announce that on December 16, 2025 the Court of King's Bench for the Province of Saskatchewan granted an order (the "**Final Order**") approving the previously announced plan of arrangement (the "**Arrangement**") and go-private transaction between ROK, 17312539 Canada Inc. (the "**Purchaser**"), a wholly-owned subsidiary of Blue Alaska Oil Trading LLC ("**Blue Alaska**"), and a newly formed company, 102220885 Saskatchewan Ltd. ("**SpinCo**"), which SpinCo shall retain the shares of EMP Metals Corp. which were previously owned by the Company (the "**Transaction**").

Citing the need for additional time to secure payment of the consideration to the Shareholders, Blue Alaska and the Purchaser have requested, and ROK has agreed, effective as of December 30, 2025, to amend the Arrangement Agreement (the "**Amending Agreement**") to provide for an extension to the Outside Date (as such term is defined in the Arrangement Agreement) to March 17, 2026. In addition, the parties have agreed (a) that the entirety of the Deposit has been earned by ROK and will either be applied to the cash consideration payable to the Shareholders, or delivered to ROK in the event that the Purchaser is unwilling or unable to close the Transaction, and (b) that the total Transaction Costs (as such term is defined in the Arrangement Agreement) shall not exceed CAD\$4.25 million, up from the originally agreed upon CAD\$4.0 million.

As a result of the negotiated extension and change in the Outside Date, the Transaction is expected to close on or before March 17, 2026. The Purchaser is obligated to provide three (3) business days prior to the closing of the Transaction sufficient cash to pay the aggregate consideration payable to the shareholders of ROK on the effective date of the Transaction in accordance with the Purchaser's contractual obligations under the Amending Agreement.

On December 16, 2025, ROK provided notice of the receipt of the Final Order to Blue Alaska and the Purchaser and requested that the Purchaser deposit funds with Odyssey Trust Corporation, as escrow agent, sufficient to pay the aggregate consideration payable to the shareholders of ROK on the effective date of the Transaction in accordance with the Purchaser's

contractual obligations under the Arrangement Agreement. The Purchaser failed or neglected to forthwith make this payment after receipt of the Final Order. As a result of this deficiency, on December 17, 2025 ROK delivered a notice of default under the Arrangement Agreement to each of the Purchaser and Blue Alaska advising that the Purchaser and Blue are in default of their respective contractual obligations.

Following the closing of the Transaction, ROK's common shares are expected to be delisted from the TSX Venture Exchange ("TSXV"), and the Company also intends to submit an application to cease to be a reporting issuer in Alberta, British Columbia, Ontario, Saskatchewan, being all of the jurisdictions in which the Company is currently a reporting issuer, under applicable Canadian securities laws.

The Amending Agreement will be filed and posted to SEDAR+ and can be found at www.sedarplus.ca.

About ROK Resources Inc.

ROK is a Canadian energy company focused on petroleum and natural gas exploration and development, in Saskatchewan and Alberta. The Company is headquartered in Regina, Saskatchewan, with an additional office in Calgary, Alberta. ROK's Common Shares are listed on the TSXV under the trading symbol "ROK".

About Blue Alaska Oil Trading LLC

Blue Alaska is a dynamic and strategically positioned oil trading company focusing on acquiring upstream oil and gas producing assets to widen its energy portfolio. Mr. Michael Bobrov, the principal of Blue Alaska, carries many years of expertise in the upstream and downstream oil and gas sector.

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Cautionary Statement Regarding Forward-Looking Information

This press release contains certain forward-looking statements and forward-looking information, as defined under applicable Canadian securities laws (collectively, "**forward-looking statements**"). In some cases, but not necessarily in all cases, forward-looking statements can be identified by the use of forward-looking terminology such as "will", "intend", "anticipate", "could", "should", "may", "might", "expect", "estimate", "forecast", "plan", "potential", "project", "assume", "contemplate", "believe", "shall", "scheduled", and similar terms and, within this press

release, include, without limitation, any statements (express or implied) respecting: expectations regarding the receipt and the timing of all necessary regulatory approvals for the closing of the Transaction and the expected closing date thereof; the anticipated timing, steps and completion of the Arrangement; the satisfaction of the conditions precedent to the Arrangement; the anticipated delisting of the common shares from the TSXV; and the Company's application to cease to be a reporting issuer under applicable Canadian securities laws. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management's current beliefs, expectations, estimates and projections regarding future events and operating performance. Forward-looking statements are necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by the Company as of the date of this release, are subject to inherent uncertainties, risks and changes in circumstances that may differ materially from those contemplated by the forward-looking statements, including, without limitation that: ROK Shareholders receiving the consideration in the amounts anticipated due to adjustments in the Amending Agreement; the Arrangement will be completed on the terms currently contemplated or at all; the Arrangement will be completed in accordance with the timing currently expected; all conditions to the completion of the Arrangement will be satisfied or waived; and the Amending Agreement will not be terminated prior to the completion of the Arrangement.

Important factors that could cause actual results to differ, possibly materially, from those indicated by the forward-looking statements include, but are not limited to: a change in the amount of the consideration due to adjustments in the Amending Agreement; the possibility that the proposed Arrangement will not be completed on the terms and conditions currently contemplated or at all; the possibility of the Amending Agreement being terminated in certain circumstances; the ability of the Board to consider and approve a superior proposal for the Company; and other risk factors identified under "Risk Factors" in the Company's periodic filings that the Company has made and may make in the future with the securities commissions or similar regulatory authorities in Canada, all of which are available under the Company's SEDAR+ profile at www.sedarplus.ca. These factors are not intended to represent a complete list of the factors that could affect the Company. However, such risk factors should be considered carefully.

Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, these forward-looking statements are made as of the date of this press release and, except as expressly required by applicable law, ROK disclaims any intention and undertakes no obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities laws. All of the forward-looking statements contained in this release are expressly qualified by the foregoing cautionary statements.

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

SOURCE: ROK Resources Inc.