GOTHAM RESOURCE CORP.
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NEWS RELEASE

GOTHAM RESOURCE CORP. CLOSES SUBSCRIPTION RECEIPT FINANCING

January 18, 2024 – Gotham Resource Corp. (“**Gotham**”), (TSXV: GHM.P) is pleased to announce that it has closed its non-brokered financing (the “**Financing**”) of subscription receipts. Pursuant to the Financing, Gotham has issued an aggregate of 1,421,367 subscription receipts (the “**Subscription Receipts**”) at $0.75 for gross proceeds of $1,066,025.25. Each subscription receipt will convert into one common share (a “**Subscription Receipt Share**”) of the Resulting Issuer and one-half of one Resulting Issuer warrant (a “**Subscription Receipt Warrant**”) upon satisfaction of certain escrow release conditions and upon the completion of the previously announced qualifying transaction with CopperEx Resources Corporation (the “**Transaction**”) (See Gotham’s August 16, 2023 and October 16, 2023 news releases for additional details on the Transaction). Each whole Subscription Receipt Warrant entitles the holder to purchase an additional common share in the capital of the Resulting Issuer at a price of $1.00 for a period of one year from issuance, subject to an accelerator clause. The Subscription Receipt Shares and Subscription Receipt Warrants issuable upon the conversion of the Subscription Receipts will not be subject to a hold period under applicable securities legislation in Canada.

An aggregate of $60,960.02 finder’s fees and 81,280 finder’s warrants to Haywood Securities Inc., Canaccord Genuity Corp. and Scotia Capital Inc., which are payable in respect of the Financing, will be paid upon satisfaction of certain escrow release conditions and on completion of the Transaction. Gross proceeds from the Financing will be held in escrow pending closing of the Transaction and will be used to finance the Resulting Issuer’s initial obligations under the Transaction.

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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Cautionary Note

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.

Forward-Looking Information

Except for the statements of historical fact, this news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates and projections as at the date of this news release. The information in this news release about the completion of the proposed transaction and financing described herein, and other forward-looking information includes but is not limited to information concerning the intentions, plans and future actions of the parties to the transactions described herein and the terms of such transaction. Factors that could cause actual *results to differ materially from those described in such forward-looking information include, but are not limited to, risks related to Gotham's inability to perform the proposed transactions.*

The forward-looking information in this news release reflects the current expectations, assumptions and/or beliefs of Gotham based on information currently available to Gotham. In connection with the forward-looking information contained in this news release, Gotham has made assumptions about Gotham's ability to complete the planned transaction and activities. Gotham has also assumed that no significant events will occur outside of Gotham's normal course of business. Although Gotham believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Gotham disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

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