

Proposed Transaction and Suspension of Listing

[GOLDEN ROCK GLOBAL PLC](#)

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17 August 2023

Golden Rock Global plc

(the "Company" or "GCG")

Proposed Transaction and Suspension of Listing

GCG, the acquisition vehicle which is seeking opportunities in the 'FinTech' sector, is pleased to announce that it has signed heads of terms ("**Heads of Terms**") with the shareholders of 2Mee Limited ("**2Mee**") which set out the key terms for the proposed acquisition of the entire issued share capital of 2Mee (the "**Acquisition**"). Although the consideration payable by the Company to the shareholders of 2Mee has not yet been determined and is subject to legal and financial due diligence, it is anticipated that it will be in the region of £6 to £8 million and will be satisfied entirely by the issue of new GCG shares. The parties have agreed that GCG will be valued at the higher of (i) £1,000,000; and (ii) 15% of the market capitalization of the enlarged entity upon completion of the RTO (as defined below). The Company also announces that it intends to carry out a contemporaneous fundraising to raise further working capital for the enlarged group.

2mee has patented and developed a next-generation omnichannel communication platform that delivers influencers as on-screen web and app messages to amplify, personalise and humanise engagement across the entire 360-degree customer journey. 2mee believes that technology should empower human experiences to deliver unparalleled, authentic connectivity between brands and their audiences thereby impacting consumer behaviour at the point of decision. 2mee provides these services to its customers through its HoloAd® and HoloMessage® product lines.

Should the Acquisition complete, it would constitute a Reverse Take Over ("**RTO**") under the Listing Rules and accordingly, the Company would apply for the re-admission of its shares to the Official List and the Main Market of the London Stock Exchange.

Therefore, at the request of the Company, the FCA has suspended the Company's listing on the standard segment of the Official List and trading on the Main Market of the London Stock Exchange has also been suspended as of 7.30am today, pending the publication of a prospectus providing further detail on 2Mee and the Company as enlarged by the Acquisition, or an announcement that the Acquisition or RTO is not proceeding. Should the RTO not proceed, then the Company would need to apply for the suspension to be lifted and for trading to be restored.

There can be no certainty that the Acquisition will take place and it remains subject to, amongst other things, formal terms being agreed and the completion of legal and financial due diligence.

A further announcement will be made in due course.

-Ends-

Further information:

Golden Rock Global plc

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