

Roxgold Inc. Announces \$18.5 Million Bought Deal Private Placement

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TORONTO, Feb. 9, 2012 - [Roxgold Inc.](#) (TSX VENTURE:ROG) (the "Company") is pleased to announce that it has entered into an agreement with a syndicate of underwriters led by Cormark Securities Inc. and including GMP Securities L.P., RBC Capital Markets, Fraser Mackenzie Limited, PI Financial Corp., Pope & Company Limited, and Toll Cross Securities Inc. (collectively the "Underwriters") pursuant to which the Underwriters have agreed to purchase 10,000,000 common shares ("Common Shares") of the Company on a bought deal private placement basis at a price of \$1.85 per Common Share.

The Company will pay the Underwriters a cash commission equal to 6.0% of the gross proceeds of the offering.

The offering is scheduled to close on or about February 28, 2012 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange.

The net proceeds of the offering will be used for continued exploration of the Company's Burkina Faso properties and for general working capital purposes.

The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States unless registered under the Act or unless an exemption from registration is available.

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, including the expected completion of the offering and the timing thereof, and the expected use of proceeds are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, changes in market conditions, unsuccessful exploration results, changes in the price of gold, unanticipated changes in key management personnel and general economic conditions. Mining exploration and development is an inherently risky business. Accordingly the actual events may differ materially from those projected in the forward-looking statements. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

Neither 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.

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