

Roxgold Inc. Announces Closing of \$25.9 Million Brokered Private Placement

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TORONTO, Feb. 28, 2012 - [Roxgold Inc.](#) (TSX VENTURE: ROG) ("Roxgold" or the "Company") is pleased to announce that, further to its press release of February 9, 2012, it has completed its bought deal private placement offering (the "Offering") of common shares ("Common Shares") of the Company pursuant to an underwriting agreement dated February 28, 2012 between Roxgold and a syndicate of underwriters led by Cormark Securities Inc. and including GMP Securities L.P., RBC Dominion Securities Inc., Fraser Mackenzie Limited, PI Financial Corp., Pope & Company Limited, Toll Cross Securities Inc., and Raymond James Ltd. (collectively, the "Underwriters"). Pursuant to the Offering, Roxgold sold an aggregate 14,000,000 Common Shares at a price of \$1.85 per Common Share for aggregate gross proceeds of \$25,900,000.

In consideration of the services rendered by the Underwriters in connection with the Offering, the Underwriters received from Roxgold a cash fee equal to 6.0% of the gross proceeds of the Offering.

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

All of the securities of Roxgold issued under the Offering are subject to a hold period which will expire on June 28, 2012 in accordance with applicable Canadian securities laws.

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 contains forward-looking information regarding the planned purposes for the net proceeds of the Offering. This information is based on information currently available to Roxgold and there is no assurance that actual events or results will meet the expectations as expressed herein. Since forward-looking information is based on assumptions and addresses future events and conditions, by its very nature forward-looking information involves inherent risks and uncertainties. Actual results relating to, among other things, the planned purposes for the net proceeds of the Offering, could differ materially from those currently anticipated in such statements for many reasons such as: changes in demand and prices for minerals; delays in obtaining approvals, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the activities of Roxgold; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect Roxgold's forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on Roxgold's forward-looking information. Roxgold does not undertake to update any forward-looking information that may be made from time to time by it 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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