

Mega Uranium and Rockgate Capital Execute Definitive Agreement

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TORONTO and VANCOUVER, Aug 14, 2013 - [Mega Uranium Ltd.](#) ("Mega") (TSX:MGA) and [Rockgate Capital Corp.](#) ("Rockgate") (TSX:RGT) are pleased to announce that they have entered into a definitive arrangement agreement (the "Arrangement Agreement") with respect to their merger previously announced on June 6, 2013 (the "Merger").

The Merger will be completed by way of an arrangement under the *Business Corporations Act* (British Columbia) (the "Arrangement"), resulting in Rockgate becoming a wholly-owned subsidiary of Mega at closing. Shareholders of Rockgate will receive 2.2 common shares of Mega in exchange for each 1 common share of Rockgate (the "Exchange Ratio") held immediately prior to the effective time of the Arrangement (subject to rounding), resulting in them owning approximately 49% of the issued and outstanding shares of Mega upon completion of the Merger, based upon the number of Mega's common shares currently outstanding. In connection with the Merger and subject to the approval of Mega's shareholders, Mega will effect a 1-for-10 consolidation of its common shares immediately or shortly after the effective time of the Arrangement. If the share consolidation is completed, the Exchange Ratio will effectively be 2.2 post-consolidation shares of Mega for each 10 Rockgate shares held immediately prior to the effective time of the Arrangement.

Conditional upon completion of the Arrangement, and subject to the approval of Mega's shareholders, Mega will change its name to "Uranium Capital Corporation" and a new board of directors will be elected comprised of 5 nominees of Mega and 4 nominees of Rockgate.

The Arrangement Agreement contains customary deal support provisions, including a reciprocal break fee of \$1,000,000 payable by Mega or Rockgate, as the case may be, to the other party if the Merger is not completed in certain circumstances. In addition, the Arrangement Agreement includes customary non-solicitation covenants by Rockgate and Mega, as well as the right for Mega and Rockgate, as the case may be, to match any superior proposal that may arise.

The completion of the Merger is subject to satisfaction of certain customary conditions, including but not limited to, Mega and Rockgate shareholder approvals, and court and regulatory approvals, including approval by the Toronto Stock Exchange. The necessary approvals of the shareholders of Mega and Rockgate will be sought at their respective special shareholder meetings expected to be held on or about September 25, 2013. Assuming all the terms and conditions of the Merger are satisfied, closing is expected to take place in early October, 2013.

Dundee Securities Ltd., financial advisor to Rockgate and its board of directors, has provided an opinion to the effect that, as of the date hereof and subject to the assumptions, limitations and qualifications set out therein, the consideration to be received by Rockgate shareholders pursuant to the Merger is fair, from a financial point of view, to Rockgate shareholders.

Stewart Taylor, Mega's President, stated, "The execution of a definitive arrangement represents significant progress and a reciprocal commitment of the parties in advancing our merger. We are also very focused on consummating the sale of Lake Maitland to Toro Energy announced earlier this week and see our merger with Rockgate, together with the Toro Energy transaction, as major efforts aimed at creating value and contributing to the long term strength of Mega as a diversified uranium company."

Rockgate President, Karl Kottmeier, commented, "I am pleased to announce this definitive agreement with Mega. By combining these two companies, we are creating a truly diversified junior uranium focused company and what we believe is a compelling uranium investment opportunity. With the recently announced sale of the Lake Maitland project, Mega management will add over Aus \$37 million worth of Toro shares to its existing \$12.5 million equity portfolio and significantly reduce its expenditure rate. The new management team will continue to focus on advancing our principal projects, including the Falea deposit, managing the portfolio of investments and seeking new opportunities to build shareholder value in the uranium space."

Forward-Looking Statements

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS: This news release contains

"forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" as such term is defined in applicable Canadian securities laws (together referred to herein as "forward-looking statements"). Except for statements of historical fact relating to Mega or Rockgate, information contained herein constitutes forward-looking statements. Forward-looking statements are characterized by words such as "plan," "expect", "budget", "target", "project", "intend," "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements in this news release include, but are not limited to, statements relating to completion of the combination of Mega and Rockgate and the expected timing of completion and statements regarding the expected benefits to Mega shareholders and Rockgate shareholders of the Merger, as well as statements regarding the sale of Lake Maitland to Toro Energy. Forward-looking statements are based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Although Mega and Rockgate have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Neither Mega nor Rockgate undertakes any obligation to update forward-looking statements if circumstances or management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking statements. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding Mega's and Rockgate's expected financial and operational performance and results as at and for the periods ended on the dates presented in their respective plans and objectives and may not be appropriate for other purposes.

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