

TORONTO, ON / ACCESSWIRE / February 17, 2017 / [Royal Road Minerals Ltd.](#) (TSX-V: RYR) ("Royal Road Minerals" or the "Company"), a gold focused mineral exploration and development company, is pleased to announce that it has closed its previously announced private placement offering of units of the Company, led by Pollitt & Co., together with Echelon Wealth Partners Inc. and M Partners Inc., as agents (the "Agents").

The Company issued an aggregate of 36,000,000 units (each a "Unit") of the Company, with each Unit comprised of one ordinary share of the Company and one-half of one ordinary share purchase warrant (each whole warrant, a "Warrant"), at a price of C\$0.10 per Unit for total aggregate gross proceeds of C\$3.6 million (the "Offering"). Each Warrant will entitle the holder thereof to acquire one ordinary share of the Company at a price C\$0.20 until February 17, 2019.

The Company (i) paid a total cash commission to the Agents equal to 6.0% of the gross proceeds of the Offering, and (ii) issued broker warrants (the "Broker Warrants") equal to 6.0% of the securities sold pursuant to the Offering. Each Broker Warrant entitles the holder to acquire one ordinary share of the Company at a price of \$0.10 until February 17, 2019.

The Offering constituted a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 ("MI 61-101") as insiders of the Company subscribed for an aggregate of 600,000 Units. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the Offering in an expeditious manner.

The net proceeds received by the Company from the Offering will be used to finance its planned operations in Colombia and, if applicable, its anticipated operations in Nicaragua following any successful completion of its previously announced intended acquisition of [Caza Gold Corp.](#)

All securities issued under the Offering will be subject to a statutory four month hold period ending on June 18, 2017 pursuant to applicable securities legislation.

The securities offered have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities in the United States.

*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.*

Cautionary statement:

This news release may contain forward looking statements including those describing [Royal Road Minerals Ltd.](#)'s future plans and the expectations of its management that a stated result or condition will occur. Any statement addressing future events or conditions necessarily involves inherent risk and uncertainty. Actual results can differ materially from those anticipated by management at the time of writing due to many factors, the majority of which are beyond the control of the Company and its management. In particular, this news release contains forward-looking statements pertaining, directly or indirectly, to the following: risks associated with future equity financings, the ability to close the Offering in the amount anticipated or at all, the Company's exploration and work plans, the receipt of required regulatory and other approvals, the planned acquisition of [Caza Gold Corp.](#), as well as other market conditions and economic factors, business and operations strategies. Readers are cautioned that the foregoing list of risk factors should not be construed as exhaustive. These statements speak only as of the date of this news release. The Company undertakes no obligation to publicly update or revise any forward looking statements except as expressly required by applicable law.

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