

# Rokmaster Resources Corp. Plans Private Placement for Duncan Zinc Property

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VANCOUVER, May 8, 2019 - [Rokmaster Resources Corp.](#) ("Rokmaster" or the "Company") is pleased to report that surface exploration work is planned to commence shortly to delineate several recently discovered surface showings and soil geochemical anomalies located north of Glacier Creek on the southern portion of the Company's Duncan Lake Zinc Project (the "Project"). Work will consist of geological mapping, additional soil sampling, prospecting, excavator trenching and rock sampling.

To facilitate the planned work at the Project, the Company is offering a non-brokered private placement (the "Private Placement") for gross proceeds of up to \$300,000 through the issuance of a combination of units ("Unit") of up to \$150,000 and flow-through shares ("FT Share") of up to \$150,000 at a price of \$0.04 per Unit and \$0.05 per FT Share, respectively.

Each Unit consists of one common share of the Company (a "Share") and one non-transferable share purchase warrant (a "Warrant"). Each Warrant is exercisable to purchase one additional common share of the Company (a "Warrant Share") for a period of one year from the date of closing of the Private Placement at a price of \$0.07 per Warrant.

Each FT share is a common share which is a "flow-through" share for Canadian income tax purposes. British Columbia residents and corporations are also eligible for BC Super Flow Through of 30% from this offering, as well, individuals in British Columbia are also entitled to receive their 15% ITC Federal Tax Credit

The Warrants are subject to an accelerated expiry date, which comes into effect when the trading price on the TSX Venture Exchange of the Company's common shares closes at or above \$0.12 per share during any 20 day consecutive trading day period commencing four months plus one day after the date of issuance. In such event, the Company will give an expiry acceleration notice (the "Notice") to Warrant holders and the expiry date of the Warrants will be 30 days from the date of the Notice.

Proceeds will be used to fund pre-drilling surface exploration work at the Company's 100% owned Duncan Lake Zinc Project and general working capital purposes. The offering is expected to close on or before June 8th, 2019 and should the Private Placement be oversubscribed, the Company reserves the right to accept additional funds, subject to regulatory approval.

With respect to the Units; the Company may pay a finder's fee to certain third parties of up to 8% in cash and 8% in compensation options of the Company or a combination thereof, in connection with the proceeds received by the Company by the sale of Units to the Subscribers, other than insiders, introduced to the Company by such third party. Each compensation option shall entitle the holder thereof to purchase a Unit (as described above) for a period of one year from the date of closing of the Private Placement. With Respect to the FT Shares; the Company may also pay a finder's fee to certain third parties of up to 8% in common shares of the Company, in connection with the proceeds received by the Company from the sale of FT Shares to the Subscribers, other than insiders, introduced to the Company by such third party.

The Company may complete a portion of the Private Placement pursuant to the conditions described in Multilateral CSA Notice 45-318 - Prospectus Exemption for Certain Distributions through an Investment Dealer ("CSA 45-318") and the corresponding instruments, orders and rules implementing CSA 45-318 in the participating jurisdictions (collectively with CSA 45-318, the "Investment Dealer Exemption"). In addition to conducting the Financing pursuant to the Investment Dealer Exemption, the Company will also accept subscriptions for units where other prospectus exemptions are available, including from accredited investors. In accordance with the Investment Dealer Exemption, the Company advises that, as at the date hereof, there is no material fact or material change in respect of the Company that has not been generally disclosed. The Company further advises that there is no minimum number of units being offered pursuant to the Private Placement.

The gross proceeds from the issuance of the FT Shares will be used for "Canadian exploration expenses" and will qualify as "flow-through mining expenditures" (the "Qualifying Expenditures"), as those terms are defined in the Income Tax Act (Canada), which will be renounced to the initial purchasers of the FT Shares with an effective date no later than December 31, 2019 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares, and, if the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each initial purchaser of FT Shares for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.

The proposed private placement and finder's fees are subject to TSX Venture Exchange approval. All shares issued pursuant to the offering and exercise of warrants will be subject to a four month hold period from the closing date.

For additional information on the Company and its properties, please visit the Company's website [www.rokmaster.com](http://www.rokmaster.com) or call (604) 290-4647.

On behalf of the Board of Directors of  
ROKMASTER RESOURCES CORP.

"John Mirko"  
John Mirko, President & Chief Executive Officer

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) nor any other regulatory authority accepts responsibility for the adequacy or accuracy of this release.

This news release may contain forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Company's properties; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in the work program; the risk of environmental contamination or damage resulting from Rokmaster's operations and other risks and uncertainties. Any forward-looking statement speaks only as of the date it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

SOURCE [Rokmaster Resources Corp.](http://RokmasterResourcesCorp)

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