

# Rokmaster Resources Announces C\$1.8M Flow-Through Financing and up to a C\$2.0M Non-Flow-Through Financing

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## Including a Strategic Investment by a Syndicate Led by Palisades Goldcorp Ltd.

VANCOUVER, April 27, 2020 - [Rokmaster Resources Corp.](#) ("Rokmaster" or the "Company") is pleased to announce that it has retained Ascenta Finance Corp. ("Ascenta") to arrange a non-brokered financing (the "Financing") involving the sale of 8,000,000 flow-through units (the "Flow-Through Units") and the sale of up to 9,090,909 non-flow-through units (the "Non-Flow-Through Units" and together with the Flow-Through Units, the "Units").

The Flow-Through Units are priced at \$0.225 per unit, with each Flow-Through Unit being comprised of one flow-through common share of the Company (a "Flow-Through Share") and one transferrable share purchase warrant to purchase one non-flow-through common share of the Company (a "Warrant Share") at a price of \$0.30 per Warrant Share for a period of three years.

The Non-Flow-Through Units are priced at \$0.22 per unit, with each Non-Flow-Through Unit being comprised of one common share of the Company (a "Common Share") and one transferrable share purchase warrant (a "NFT Warrant") to purchase one Warrant Share at a price of \$0.30 for a period of three years, subject to an acceleration provision (the "Acceleration Provision") whereby if at any time after four months after the date of completion of the Financing the Company's common shares have a closing price equal to or greater than \$0.60 per common share for ten (10) consecutive trading days on the TSX Venture Exchange ("TSX-V"), the Company shall thereafter be entitled to give notice to the holders of the NFT Warrants, by news release, that such warrants will expire at 5:00 p.m. (Vancouver time) on that date which is 20 days after the date of such news release unless exercised before the expiry of that period.

The Flow-Through Shares will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act"). The gross proceeds raised from the sale of the Flow-Through Share component of the Flow-Through Units will be used by Rokmaster to incur "Canadian exploration expenses" (within the meaning of the Tax Act), and are to be renounced to subscribers of Flow-Through Units no later than December 31, 2020. Rokmaster will use funds raised from the sale of the Non-Flow-Through Units on exploration for the Revel Ridge Project as well as for working capital purposes.

Ascenta has advised the Company that it has received a commitment from Palisades Goldcorp Ltd., a Canadian resource focused merchant bank, to lead a syndicate that will make a strategic investment in Rokmaster by purchasing all 8,000,000 Flow Through Units. John Mirko, Rokmaster's President & CEO, stated "Rokmaster is extremely pleased to have received this vote of confidence from the investment group led by Palisades Goldcorp Ltd. The funds from this strategic investment will allow Rokmaster to commence drilling to add substantially to the resource at the gold-polymetallic Main Zone and commence feasibility level final metallurgy on the Main Zone mineralization".

Ascenta will be paid an eight percent (8%) cash finder's fee and issued such number of compensation options (the "Compensation Options") as is equal to eight percent (8%) of the number of Units sold pursuant to the Financing. Each Compensation Option issued in respect of the Non-Flow-Through Units will entitle Ascenta to purchase one Non-Flow-Through Unit at a price of \$0.22 per Non-Flow-Through Unit for a period of three years, and each Compensation Option issued in respect of the Flow-Through Units will entitle Ascenta to purchase one unit comprised of one Common Share and one NFT Warrant at a price of \$0.225 per unit. The share purchase warrants to be issued to Ascenta shall not be subject to the Acceleration Provision.

The securities issued pursuant to the Financing are to be subject to a four-month hold and one day hold period and are not being offered or registered in the United States.

The Financing is scheduled to close on or about May 15, 2020, and is subject to certain conditions including, but not limited to, the receipt of approval from the TSX-V.

For further information on the Non-Flow-Through Financing, please contact:

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#### About Palisades

Palisades Goldcorp Ltd. is Canada's largest resource focused merchant bank with a portfolio of \$100M of equities. Palisades' management team has a demonstrated track record of making money. Collin Kettell, CHM & CEO took Palisade Global from \$1M to \$60M since inception and Philip O'Neill, COO was a founder of Sunward Resources lead the sale to NovaCopper (now Trilogy Metals) for a 140% premium. In addition to Palisade Global being the \$40M lead investor for Palisades, it is also backed by many of industry's most notable financiers such as Doug Casey, Keith Neumeyer and Marin Katusa. With junior resource equities valued at generational lows, Palisades management commented that they believe the sector is on the cusp of a major bull market move. Palisades is positioning itself with significant stakes in undervalued companies and assets with the goal of generating superior returns. Please visit the website for additional information; [www.palisades.ca](http://www.palisades.ca)

#### About Rokmaster

Rokmaster's focus is on exploring for base and precious metals, and its flagship asset is its option to earn 100% of the Revel Ridge polymetallic precious metals project situated in the prolific Kootenay Arc. Please refer to the technical report titled "Updated Technical Report on the Revel Ridge Property (formerly J&L Property), Revelstoke Mining Division, British Columbia, Canada" dated February 25, 2020 with an effective date of January 29, 2020, which the Company has filed on SEDAR.

On behalf of the Board of Directors,

"John Mirko"

John Mirko, President and Chief Executive Officer.

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 NOTE REGARDING FORWARD LOOKING STATEMENTS:

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.](#)

#### Contact

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

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