

# Rokmaster Resources Corp. Closes C\$4.3 Million First Tranche

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

VANCOUVER, May 25, 2020 - [Rokmaster Resources Corp.](#) ("Rokmaster" or the "Company") (TSXV: RKR Frankfurt: 1RR OTC Pink: RKMSF) is pleased to announce that it has closed the first tranche of the non-brokered financing (the "Financing") involving the issuance of flow-through units (the "Flow-Through Units") and non-flow-through units (the "Non-Flow-Through Units" and together with the Flow-Through Units, the "Units").

Pursuant to the Financing, the Company issued a total of 8,888,889 Flow-Through Units at \$0.225 per unit, for gross proceeds of \$2,000,000, and 10,663,637 Non-Flow-Through Units at \$0.22 per unit, for gross proceeds of \$2,346,000, for aggregate gross proceeds from the Financing of \$4,346,000.

Each Flow-Through Unit is 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.

Each Non-Flow-Through Unit is 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"). If at any time after September 23, 2020, 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, 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.

In connection with the closing of the first tranche of the Financing, the Company paid cash finder's fees of \$343,472, and issued 1,545,075 finder's Compensation Options, in aggregate, to Ascenta Finance Corp. ("Ascenta") and Mackie Research Capital Corporation ("Mackie"). Each Compensation Option issued in respect of the Non-Flow-Through Units entitles Ascenta and Mackie to purchase one Non-Flow-Through Unit at a price of \$0.22 per Non-Flow-Through Unit for a period of three years expiring on May 22, 2023, and each Compensation Option issued in respect of the Flow-Through Units entitles Ascenta to purchase one unit comprised of one Common Share and one NFT Warrant at a price of \$0.225 per unit for a period of three years expiring on May 22, 2023. The share purchase warrants issued to Ascenta and Mackie are not subject to the Acceleration Provision.

The securities issued pursuant to the Financing are subject to a four-months and one day hold period expiring September 23, 2020 and were not offered or registered in the United States.

The gross proceeds raised from the sale of the Flow-Through Shares will be used by the Company for exploration financing that will qualify as "Canadian Exploration Expenses", as that term is defined in the Income Tax Act (Canada) only. The net proceeds raised from the sale of the Non-Flow-Through Units will be used by the Company for exploration of the Company's Revel Ridge project, as well as for general working capital purposes.

John Mirko, Rokmaster's President and CEO, stated "We are pleased to close this first round of financing with the strategic investment in the Flow-Through Units by the Palisades Goldcorp syndicate and by DELPHI Unternehmensberatung AG in the Non-Flow-Through Units. This puts us on a solid footing to sharply focus on increasing resources at our Revel Ridge Project."

Rokmaster expects the balance of the financing to close on or about June 11, 2020.

About Palisades Goldcorp Ltd.

Palisades Goldcorp Ltd., who led the syndicate making the 8,888,889 Flow-Through Units strategic investment in Rokmaster as reported in the Company news release dated April 27, 2020, is Canada's newest resource focused merchant bank. Palisades' management team has a demonstrated track record of making money and is backed by many of the industry's most notable financiers. With junior resource equities valued at generational lows, management believes 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.

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 website [www.rokmaster.com](http://www.rokmaster.com) or telephone (604) 290-4647

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