

Roxgold Acquires the Outstanding 1.2% NSR on the Séguéla Gold Project and Agrees to Sell More Favourable 1.2% NSR to Franco-Nevada

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[Roxgold Inc.](#) ("Roxgold" or the "Company") (TSX:ROXG) (OTCQX:ROGFF) announced today that it has exercised its right to match for the repurchase of the 1.2% Net Smelter Royalty (the "NSR") on the Séguéla Gold Project ("Séguéla"). Roxgold exercised its right to pre-empt the proposed AUD\$20 million acquisition of the royalty by an international royalty company. Concurrent with the buy-back of the existing NSR, Roxgold has entered into a new royalty agreement with [Franco-Nevada Corp.](#) for the sale of a 1.2% NSR royalty on the Séguéla Gold Project for AUD\$20 million which includes a modified buy-back option for up to 50% of the royalty at a pro rata portion of the AUD\$20 million purchase price for a period of up to three years upon closing.

Highlights of the transactions:

- Cash neutral transfer of NSR. Roxgold utilized right to match under current agreement to acquire the outstanding NSR and issues a new NSR on a cash neutral basis.
- Roxgold and Franco-Nevada have entered into NSR agreement whereby Roxgold has granted to Franco-Nevada a 1.2% NSR on the Séguéla Gold Project in return for the payment of AUD\$20 million. Roxgold will terminate the existing royalty agreement upon closing.
- New NSR agreement provides Roxgold with the right to buy-back up to 50% of the new NSR for the pro rata portion of the Purchase Price (e.g. AUD\$10M to acquire a 0.6% NSR) for a period of three years.

"We are thrilled to be partnering with Franco-Nevada as we advance the Séguéla Gold Project towards becoming Roxgold's second producing gold mine," commented John Dorward, President & CEO of Roxgold. "The upcoming Feasibility Study on Séguéla is nearing completion which we believe will demonstrate the ongoing evolution of the Séguéla PEA with an enhanced mine life and project economics with the inclusion of the high-grade Koula deposit into the mine plan. This partnership with Franco-Nevada allows Roxgold to retain maximum interest in the project while protecting our balance sheet to deliver Séguéla without requiring any equity dilution to our shareholders. The combination of the two transactions is cash neutral for Roxgold while enhancing our buy-back rights under the new NSR agreement until Séguéla is producing cashflow, providing significant value to Roxgold by maintaining optionality as the value of Séguéla continues to grow.

"As we look beyond the feasibility study, we believe Séguéla has significant growth potential through extensions at Ancien and Koula - along strike and at depth - and through the advancement and delineation of the multitude of new targets within our highly prospective property package."

"The Roxgold team are proven mine developers and we are delighted to partner with them," commented Paul Brink, President and CEO of Franco-Nevada. "The opportunity to do due diligence has confirmed our view that the Séguéla property has extensive upside."

The Company's next milestones at the Séguéla Gold Project are the completion of the Mining Convention negotiation process followed by the debt financing arrangement to allow for initial construction to commence mid-year.

Catalysts and Next Steps

Event

Est. Timing

Ongoing infill, expansion and satellite target drilling program at Séguéla Q2 2021

District exploration drill results at Yaramoko	Q2 2021
Underground drilling program in 55 Zone at Yaramoko Mine Complex	Q2 2021
Boussoura exploration results	Q2 2021
Feasibility Study for Séguéla	Q2 2021
Séguéla construction decision	mid-2021
Initial resource at Boussoura	H2 2021
Commissioning of Séguéla Gold Project	H2 2022

Qualified Persons

Paul Criddle, FAusIMM, Chief Operating Officer for [Roxgold Inc.](#), a Qualified Person within the meaning of National Instrument 43-101, has reviewed and approved the scientific and technical disclosure contained in this news release.

About Roxgold

Roxgold is a Canadian-based gold mining company with assets located in West Africa. The Company owns and operates the high-grade Yaramoko Gold Mine located on the Houndé greenstone belt in Burkina Faso and is advancing the development and exploration of the Séguéla Gold Project located in Côte d'Ivoire. Roxgold trades on the TSX under the symbol ROXG and as ROGFF on OTCQX.

Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities laws ("forward-looking statements"). Such forward-looking statements include, without limitation: statements related to the development of the Séguéla Gold Project and the catalysts and next steps relating thereto. These statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations. In certain cases, forward-looking information may be identified by such terms as "anticipates", "believes", "could", "estimates", "expects", "may", "shall", "will", or "would". Forward-looking information contained in this news release is based on certain factors and assumptions regarding, among other things, gold metal prices, the timing and amount of future exploration and development expenditures, the estimation of initial and sustaining capital requirements, the estimation of labour and operating costs, the availability of necessary financing and materials to continue to explore and develop the Company's properties in the short and long-term, the progress of exploration and development activities, the receipt of necessary regulatory approvals, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include: delays resulting from the COVID-19 pandemic, changes in market conditions, unsuccessful exploration results, possibility of project cost overruns or unanticipated costs and expenses, changes in the costs and timing of the development of new deposits, inaccurate reserve and resource estimates, changes in the price of gold, unanticipated changes in key management personnel and general economic conditions. Mining exploration and development is an inherently risky business. Accordingly, actual events may differ materially from those projected in the forward-looking statements. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements, including the factors included in the Company's annual information form for the year ended December 31, 2020. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

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