

Rokmaster Resources Corporation - Announces Private Placement

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VANCOUVER, Jan. 28, 2022 - [Rokmaster Resources Corp.](#) (TSX: RKR) (OTCQB: RKMSF) (FSE: 1RR1) ("Rokmaster" or the "Company") is pleased to announce a non-brokered private placement financing of up to 16,000,000 units at a price of \$0.25 per unit (a "Unit") for gross proceeds of up to \$4,000,000 (the "Private Placement"). 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 two years from the date of closing of the Private Placement at an exercise price of \$0.45 per Warrant.

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 \$0.65 per share for a period of 10 consecutive trading days commencing four months plus one day after the date of closing. In such event, the Company may, at its option, accelerate the expiry date of the Warrants by issuing a press release (the "Notice") to the Warrant holders and in such case, the expiry date of the Warrants will be 30 days from the date of the Notice.

Proceeds from the Private Placement will be used to fund the Revel Ridge Project and for general working capital purposes. The Company reserves the right to accept additional funds, subject to regulatory approval, should the Private Placement be oversubscribed.

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 Private Placement 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.

Directors and officers of the Company may acquire securities under the Private Placement, which participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). Such participation is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The Company may pay certain finder's fees in relation to the Private Placement. This non-brokered private placement is subject to TSX Venture Exchange approval. All shares issued pursuant to this offering and any shares issued pursuant to the exercise of warrants will be subject to a four-month and one day hold period from the closing date.

The technical information in this news release has been prepared in accordance with Canadian regulatory requirements as set out in National Instrument 43-101 and reviewed and approved by Eric Titley P.Geo., who is independent of Rokmaster and who acts as Rokmaster's Qualified Person.

On Behalf of the Board of Directors of

[Rokmaster Resources Corp.](#)

John Mirko,

President & Chief Executive Officer.

Neither 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 press release.

About Rokmaster

Rokmaster controls a portfolio of three significant exploration and development projects all of which are in southern British Columbia in regions of excellent infrastructure. The three projects include:

1. **Revel Ridge.** Rokmaster is currently conducting an underground drill program at the Revel Ridge Project located in southeastern British Columbia 35 km's N of the City of Revelstoke. Revel Ridge is a high-grade gold and polymetallic orogenic sulphide deposit which has been the subject of a Preliminary Economic Assessment Technical Report dated December 8, 2020 and an updated MRE with an effective date of November 15, 2021, both published on Sedar.
2. **Big Copper.** Rokmaster controls the Big Copper Property in the Creston area of Southern British Columbia. Big Copper is a high-grade copper-silver occurrence hosted in mid-Proterozoic rocks. Copper-silver mineralization has been traced for 4 km along strike and is exposed in a series of adits and trenches over approximately 400 to 500 m of vertical relief. Big Copper likely belongs to a class of stratabound replacement copper-silver deposits hosted within mid - Proterozoic quartzitic sedimentary rocks. The style and stratigraphic setting of mineralization at Big Copper may be analogous to similar stratabound silver-copper deposits in NW Montana e.g., the Troy Mine (64 million tonnes of 0.74% Cu and 54 g/t Ag (Western Mining History, 2020) or Hecla's Montanore Mine, 112 million tonnes at 51.2 g/t Ag and 0.7% Cu (Hecla, 2020 Annual Report, Pg. 119. www.hecla-mining.com).¹

Footnote (1). The qualified person has been unable to verify this inferred resource.

3. **Duncan Zinc.** Duncan is a carbonate hosted silver-lead-zinc deposit located near Duncan Lake in southern British Columbia. The Duncan Deposit is hosted within a Cambrian age Badshot Limestone which also hosts Ag-Pb-Zn mineralization at Teck's currently producing Pend D'Oreille mine, as well as past producers including the Blue Bell Mine, Reeves MacDonald, Jersey-Emerald and HB mines. Mineralization at Duncan Lake forms in the crest and limbs of the regional scale Duncan Lake Anticline, where strong lead-zinc +/- silver mineralization has been traced by surface and underground drilling for approximately 2500 m. At Duncan Lake, Rokmaster will be targeting > 30 Mt of >10% Pb+Zn+Ag. Historical background and a geological synthesis of the Duncan Lake Deposit is provided in a NI 43-101 report by Lane, B., 2018: Technical Report on the Duncan Lake Project.

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.](http://RokmasterResourcesCorp)

Contact

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