

Rokmaster Closes Private Placement

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VANCOUVER, Aug. 25, 2022 - [Rokmaster Resources Corp.](#) (TSXV: RKR) (OTCQB: RKMSF) (FSE: 1RR1) ("Rokmaster" or the "Company") is pleased to announce that it has closed its previously announced non-brokered financing (the "Financing") with the issuance of 3,100,000 flow-through units (the "FT Units") at a price of \$0.15 per FT Unit and 7,166,665 non-flow-through units (the "NFT Units") at a price of \$0.12 per NFT unit (the "NFT Units") for gross proceeds of \$1,325,000.

Each FT Unit is comprised of one flow-through common share (the "FT Share") plus one-half (1/2) non-transferable share purchase warrant (the "FT Warrant") to purchase one non-flow-through common share (a "Warrant Share") at \$0.25 per Warrant Share which expires on August 24, 2023. The FT Warrants are subject to an acceleration provision as more detailed in the Company's news release dated August 12, 2022.

Each NFT Unit is comprised of one common share plus one non-transferable share purchase warrant (the "NFT Warrant") to purchase a Warrant Share at \$0.20 which expires on August 24, 2023. The NFT Warrants are subject to an acceleration provision as more detailed in the Company's news release dated August 12, 2022.

In connection with the closing of the Financing, the Company paid cash finder's fees in aggregate of \$88,100 and issued a total of 687,666 finder's warrants (the "Finder's Warrants") to certain finders and of the total Finder's Warrants issued, 186,000 has the same terms as the FT Warrants and 501,666 has the same terms as the NFT Warrants.

The Financing is subject to the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and other regulatory approvals. All securities issued pursuant to the Financing are subject to a statutory hold period which expires on December 25, 2022. Proceeds from the Financing will be used for exploration and general working capital purposes.

An insider of the Company subscribed for 2,166,666 NFT Units in the Financing for gross proceeds of \$260,000, which participation constituted a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities acquired by the insider, nor the consideration for the securities paid by such insider, exceed 25% of the Company's market capitalization.

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.

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

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