

Rocky Shore Gold Ltd. Engages CHF Capital Markets Inc. and Grants Equity Incentives

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TORONTO, Feb. 19, 2025 - [Rocky Shore Gold Ltd.](#) (the "Company" or "Rocky") (CSE: RSG) is pleased to announce that it has engaged CHF Capital Markets Inc. ("CHF"), a distinguished Canadian firm specializing in investor relations and capital markets.

"Rocky Shore Gold is pleased to partner with CHF Capital Markets as we embark on a critical phase of our growth. With CHF and its CEO, Cathy Hume, both highly esteemed in the mining sector, we are poised to significantly enhance our communications, social media presence, and outreach within the investment community," stated Mr. Ken Lapierre, President and CEO of Rocky Shore Gold.

Cathy Hume, CEO of CHF Capital Markets, shared her enthusiasm, "We are thrilled to join forces with Rocky Shore Gold as they advance their flagship Gold Anchor Project in central Newfoundland. This project holds immense potential, strategically positioned along the same fault and fault splays known for significant gold mineralization. As the second-largest claim holder in central Newfoundland — spanning an impressive 70 km by 20 km of largely underexplored territory — Gold Anchor represents a compelling opportunity for discovery and growth."

Effective immediately, the CHF services agreement will focus on investment community outreach, corporate communications, and digital and social media marketing for a term of 12 months, ending on February 18, 2026. Thereafter, the contract may be extended month to month with a two-month cancellation notice. Subject to the approval of the Canadian Securities Exchange, CHF will receive a monthly cash fee of \$5,250 plus applicable taxes, in addition to reimbursement of any pre-approved expenses. The Company will also grant to CHF options ("CHF Options") to purchase up to 500,000 common shares ("Common Shares") of the Company exercisable for a period of five years at an exercise price of \$0.10 per share. The CHF Options will vest in equal quarterly instalments during a 12-month period commencing on the date hereof and will be subject to a four-month hold from the date of issuance. CHF and each of its principals are arm's length to the Company, and other than (i) 103,000 Common Shares owned by Ms. Hume's spouse, a principal of CHF, and (ii) the CHF Options granted in connection with their engagement, neither CHF nor any of its principals have any interest, directly or indirectly, in the Company or its securities.

Equity Incentive Grant

The Company also announces that it has granted 4,600,000 deferred share units ("DSUs") to certain directors of the Company pursuant to the Company's omnibus equity incentive plan (the "Plan"). Each DSU represents a right to receive one common share of the Company which shall vest on the termination of service of each director, as applicable. The Company also granted 2,500,000 incentive stock options ("Options") pursuant to the Plan to officers and a consultant of the Company. Each Option is exercisable into one common share of the Company at an exercise price of \$0.10 for a five-year term expiring on February 18, 2030. The Options vest immediately and are subject to a four-month hold period from the date of issuance thereof.

About Rocky Shore Gold Ltd.

Rocky Shore Gold is a Canadian-based mineral exploration company with a portfolio of properties in Newfoundland and Ontario. Rocky is focused on discovering the next major gold deposit through the advancement of its Gold Anchor Project in central Newfoundland and its Hemlo area projects that include the Pic Project (optioned to Barrick Gold Inc.), and the Idaho and North Limb Projects. For more details please visit our website at www.rockyshoregold.com

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Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian and United States securities laws. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Certain information set forth in this news release may contain forward-looking information that involves substantial known and unknown risks and uncertainties, including, but not limited to the advancement of the Company's properties. The forward-looking information is based on reasonable assumptions and estimates of the management of the Company at the time such statements were made and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Rocky to be materially different from those expressed or implied by such forward-looking information, including risks associated with the exploration; future commodity prices; changes in regulations; political or economic developments; environmental risks; permitting timelines; capital expenditures; technical difficulties in connection with exploration activities; employee relations; the speculative nature of mineral including the risks of diminishing quantities of grades of resources, contests over title to properties, the Company's limited operating history, future capital needs and uncertainty of additional financing, and the competitive nature of the mining industry; the need for the Company to manage its future strategic plans; global economic and financial market conditions; uninsurable risks; and changes in project parameters as plans continue to be evaluated. Although Rocky has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Although the forward-looking information contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, Rocky cannot assure shareholders that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. There can be no assurance that forward-looking information, or the material factors or assumptions used to develop such forward-looking information, will prove to be accurate. Rocky does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking information, except as required by applicable securities law.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

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