

# Rocky Shore Gold Ltd. Announces Non-Brokered Private Placement

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[Rocky Shore Gold Ltd.](#) ("Rocky Shore" or the "Company") (CSE:RSG) is pleased to announce that it is undertaking a non-brokered private placement (the "Offering") to raise aggregate gross proceeds of up to \$5,000,000 through the sale of units ("Units") at a price of \$0.175 per Unit. Each Unit will be comprised of one common share of the Company (a "Common Share") and one share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Common Share, to be issued on a non-flow through basis, at an exercise price of \$0.30 until the date that is three years following the closing date of the Offering.

The proceeds from the Units issued under the Offering will be used for general corporate purposes and advancement of the Company's Gold Anchor Project located in central Newfoundland.

The securities to be issued in connection with the Offering will be subject to a hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws. The Company may pay finder's fees and/or issue finder's warrants on a portion of the Offering to eligible finders, subject to compliance with the policies of the Canadian Securities Exchange and applicable securities legislation.

Insiders of the Company may participate in the Offering. Any participation by insiders of the Company in the Offering will constitute a "related party transaction" under applicable Canadian securities laws. However, neither the fair market value of the subject matter, nor the fair market value of the consideration to be paid by insiders of the Company for the transaction, insofar as it involves the related party, is expected to exceed 25% of the Company's market capitalization, and accordingly, the Company anticipates relying on exemptions from the formal valuation and minority shareholder approval requirements applicable to related party transactions under applicable Canadian securities laws.

Northfield Capital Corporation ("Northfield") has indicated that Northfield and Mr. Robert Cudney, the President and Chief Executive Officer of Northfield, intend to participate in the Offering and are expected to acquire up to 5,714,285 Units for a purchase price of up to \$1,000,000.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Advisor

Cassels Brock & Blackwell LLP is acting as legal advisor to Rocky Shore in connection with the Offering.

## ABOUT ROCKY SHORE GOLD LTD.

Rocky Shore Gold is a Canadian junior exploration company targeting the expansion of its two porphyry-controlled Mosquito Hill and Reid Gold Deposits and the discovery of structurally controlled high-grade gold zones at its 100%-owned Gold Anchor Project. The project is strategically located in central Newfoundland - hosting one of Canada's most promising and underexplored gold belts. The district-scale project is the second-largest property (greater than 1,200 square kilometres) within an emerging gold district. The Gold Anchor Project is on trend to major gold discoveries and recent gold deposits northeast of the Gold Anchor Project associated with the highly prospective Appleton and JBP Faults. For more information, please visit our website at [www.rockyshoregold.com](http://www.rockyshoregold.com).

Rocky Shore would like to acknowledge the financial support and approval of the 2025 Junior Exploration Assistance Program from the Department of Natural Resources, Government of Newfoundland and Labrador.

For more information, please contact:

Ken Lapierre, President & CEO  
Rocky Shore Gold Ltd.  
T: +1 (647) 678-3879  
E: ken@rockyshoregold.com

Cathy Hume, CEO  
CHF Capital Markets  
T: +1 (416) 868-1079 x 251  
E: cathy@chfir.com

#### Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "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 Offering (including the participation of insiders and Northfield Capital Corporation and Mr. Cudney in the Offering) and the advancement of the Company's mineral 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 the Company 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 the Company 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, the Company 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. The Company 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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