

# Rocky Shore Gold Closes Final Tranche of Oversubscribed Non-Brokered Private Placement

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TORONTO, February 26, 2026 - [Rocky Shore Gold Ltd.](#) ("Rocky Shore" or the "Company") (CSE:RSG) is pleased to announce that it has closed the second and final tranche (the "Final Tranche") of the non-brokered private placement (the "Offering") previously announced on January 28, 2026. Under the Final Tranche, the Company raised aggregate gross proceeds of C\$1,283,812.51 and issued 7,336,071 units ("Units"), at an issue price of C\$0.175 per Unit, with each Unit comprised of one common share of the Company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Common Share, to be issued on a non-flow-through basis, at an exercise price of C\$0.30 until February 25, 2029.

In total, the Company has issued and sold an aggregate of 34,754,142 Units for aggregate gross proceeds of approximately C\$6,081,975 million pursuant to the full Offering. Due to additional investor interest, the Company further increased the size of its originally upsized Offering to accommodate additional subscriptions, with the prior approval of the Canadian Securities Exchange.

Ken Lapierre, President and CEO of the Company, commented, "With the closing of the present financing, execution of a fully funded, expanded, multi-layered exploration program has been initiated at our 100% controlled district-scale Gold Anchor Project in central Newfoundland. An inaugural winter drill program will commence shortly to discover high-grade gold at our 11.0-kilometre-long undrilled Lane Pond Gold Target. A summer drill program, at both of our gold-bearing porphyry-controlled Mosquito Hill and Reid deposits is planned where both deposits are open along strike and at depth. Regionally, we will continue to explore the balance of our large land package at Gold Anchor with detailed airborne geophysical surveys and continued prospecting and sampling in areas deemed as high priority. We thank all those new investors and existing shareholders that supported the Company's vision. We remain focused and excited for 2026 as we advance the Gold Anchor Project with a view to identifying Newfoundland's next major gold discovery."

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.

In connection with the closing of the Final Tranche, the Company paid certain cash finders fees and issued an aggregate of 376,200 finder's warrants (each, a "Finder's Warrant") to eligible finders in respect of subscriptions for Units referred by such finders. Each Finder's Warrant is exercisable to acquire one additional Common Share (a "Finder's Warrant Share") at an exercise price of \$0.175 per Finder's Warrant Share until August 25, 2027.

All securities issued in connection with the Final Tranche are subject to a statutory hold period under applicable Canadian securities laws, expiring June 26, 2026.

## 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.

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#### 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 use of proceeds therefrom) and the advancement of the Company's mineral properties (including with respect to proposed exploration and drill programs and airborne geophysical surveys and plans for prospecting and sampling). 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 resource exploration including the risks of diminishing quantities of grades of mineral 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.

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.

SOURCE: Rocky Shore Gold Ltd.

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