

# RPX Gold Announces Upsize of Previously Announced “Best Efforts” LIFE Offering and Private Placement to C\$12,300,000

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TORONTO, April 17, 2026 - [RPX Gold Inc.](#) ("RPX Gold" or the "Company") (TSXV: RPX) is pleased to announce that it has entered into an amendment agreement with Haywood Securities Inc. ("Haywood"), as lead agent and sole bookrunner, on its own behalf and on behalf of a syndicate of agents, including Research Capital Corporation and Paradigm Capital Inc. (together with Haywood, the "Agents"), pursuant to which the Agents have agreed to increase the size of the previously announced "best efforts" private placement offering of securities of the Company (the "Offered Securities") to maximum gross proceeds to the Company of C\$12,300,000 (the "Upsized Offering").

Pursuant to the Upsized Offering, the Offered Securities shall be comprised of any combination of: (i) common shares of the Company (the "Non-FT Shares") at a price of C\$0.170 per Non-FT Share (the "Non-FT Issue Price"); (ii) units of the Company (the "Non-FT Units") at a price per Non-FT Unit equal to the Non-FT Issue Price; (iii) common shares of the Company (the "Tranche 1 FT Shares") at a price of C\$0.238 per Tranche 1 FT Share (the "Tranche 1 FT Price"); (iv) units of the Company (the "Tranche 1 FT Units") at a price per Tranche 1 FT Unit equal to the Tranche 1 FT Price; (v) common shares of the Company (the "Tranche 2 FT Shares") at a price of C\$0.204 per Tranche 2 FT Share (the "Tranche 2 FT Price"); and (vi) units of the Company (the "Tranche 2 FT Units") at a price per Tranche 2 FT Unit equal to the Tranche 2 FT Price. Closing of the sale of the Offered Securities sold pursuant to the LIFE Exemption (as defined below) is subject to the receipt of minimum gross proceeds of C\$4,000,000 from the sale of any combination of Non-FT Shares and Non-FT Units.

Each Non-FT Unit will consist of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant of the Company (each whole purchase warrant, a "Warrant"). Each Tranche 1 FT Share will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "Tax Act")). Each Tranche 1 FT Unit will consist of one Tranche 1 FT Share and one-half of one Warrant. Each Tranche 2 FT Share will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Tax Act). Each Tranche 2 FT Unit will consist of one Tranche 2 FT Share and one-half of one Warrant. Each Warrant will entitle the holder to acquire one Common Share (a "Warrant Share") at a price per Warrant Share of C\$0.27 for a period of 24 months from the closing date of the Upsized Offering.

The Company has granted the Agents an option to sell up to an additional 15% of the Upsized Offering, being C\$1,845,000, in any combination of: Non-FT Shares, Non-FT Units, Tranche 1 FT Shares, Tranche 1 FT Units, Tranche 2 FT Shares and Tranche 2 FT Units at their respective issue prices (the "Agents' Option"), exercisable in whole or in part at any time up to 48 hours prior to the closing date of the Upsized Offering.

The Company, pursuant to the provisions in the Tax Act shall use an amount equal to the gross proceeds of the sale of the Tranche 1 FT Shares, Tranche 1 FT Units, Tranche 2 FT Shares and Tranche 2 FT Units to incur "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as both terms are defined in the Tax Act and "eligible Ontario exploration expenditure" as defined in subsection 103(4) of the *Taxation Act, 2007* (Ontario) (the "Qualifying Expenditures") after the closing date of the Upsized Offering and prior to December 31, 2027 in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of Tranche 1 FT Shares, Tranche 1 FT Units, Tranche 2 FT Shares and Tranche 2 FT Units. The Company shall renounce the Qualifying Expenditures so incurred to the purchasers of the Tranche 1 FT Shares, Tranche 1 FT Units, Tranche 2 FT Shares and Tranche 2 FT Units effective on or before December 31, 2026.

The net proceeds from the sale of the Non-FT Shares and Non-FT Units shall be used for general corporate and working capital purposes as set out in the Amended Offering Document (as defined below).

The Non-FT Units, Tranche 1 FT Units, and Tranche 2 FT Units will be issued and sold to eligible purchasers resident in each of the Provinces of Canada pursuant to the available "accredited investor", "minimum amount investment" and "family, friends and business associates" private placement exemptions in accordance with National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106"). The Non-FT Shares, Tranche 1 FT Shares, and Tranche 2 FT Shares will be offered and sold to eligible purchasers resident in each of the Provinces of Canada, other than Quebec, pursuant to the 'listed issuer financing prospectus exemption' under Part 5A of NI 45-106 and Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "LIFE Exemption"). The Non-FT Shares and Non-FT Units may also be offered and sold to eligible purchasers in jurisdictions outside of Canada and the United States pursuant to applicable prospectus exemptions and to eligible purchasers in the United States who are "qualified institutional buyers" (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the "U.S. Securities Act")) pursuant to an exemption from registration requirements of the United U.S. Securities Act, as amended.

The Non-FT Shares, Tranche 1 FT Shares, and Tranche 2 FT Shares to be issued under the Upsized Offering pursuant to the LIFE Exemption will not be subject to a restricted period pursuant to applicable Canadian securities laws.

The Non-FT Units, Tranche 1 FT Units, and Tranche 2 FT Units to be issued under the Upsized Offering will be subject to a hold period in Canada expiring four months and one day from the closing date of the Upsized Offering.

There is an amended and restated offering document (the "Amended Offering Document") related to the Upsized Offering of the Non-FT Shares, Tranche 1 FT Shares, and Tranche 2 FT Shares that can be accessed under the Company's profile on SEDAR+ at <https://www.sedarplus.ca> and on the Company's website at [www.rpxgold.com](http://www.rpxgold.com). Prospective investors of the Non-FT Shares, Tranche 1 FT Shares, and Tranche 2 FT Shares should read the Amended Offering Document before making an investment decision.

The Upsized Offering is expected to close on or about May 13, 2026 or such other date as the Company and the Agents may agree, and is subject to certain closing conditions including, but not limited to, the receipt of all necessary approvals including the conditional listing approval of the TSX Venture Exchange ("TSXV") and the applicable securities regulatory authorities.

The Offered Securities have not been registered and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

#### ABOUT RPX GOLD INC.

RPX Gold Inc. (formerly Red Pine Exploration Inc.) is a Toronto-based gold exploration company. The Company's shares trade on the TSX Venture Exchange under the symbol "RPX" and on the OTCQB Markets under the symbol "RDEXF".

The Company's flagship asset, the Wawa Gold Project, is located in northwestern Ontario, in the Michipicoten Greenstone Belt of Ontario, adjacent to several established gold-producing operations, including those operated by [Wesdome Gold Mines Ltd.](#), Alamos Gold Inc. and [Hemlo Mining Corp.](#) The Wawa Gold Project benefits from strong local infrastructure and excess regional mill capacity.

The Company is evaluating Phase 1 open-pit operations designed to generate early cash flow in order to help fund advancement of the Wawa Gold Project to transition to an underground operation. This phased approach is aimed at de-risking development, accelerating time to revenue and minimizing shareholder dilution. The approach is subject to the completion of a number of milestones before a production decision can be made, such as continued drilling and mineral resource definition, conducting additional metallurgical testwork, completing a pre-feasibility study, continuing baseline studies as well as additional permitting and Indigenous peoples consultations, among other factors.

The Wawa Gold Project currently hosts mineral resources from two mineral deposits, namely the Jubilee Shear and the Minto Mine. The mineral resource includes an indicated mineral resource of 22.909 million ("M") tonnes grading 1.69 grams per tonne gold ("g/t Au") containing 1,244,000 ounces of gold and an inferred mineral resource of 9.951 M tonnes grading 1.59 g/t Au containing 509,000 ounces of gold, with both open pit and underground mining potential. Gold mineralization extends to surface on a historic mining property, which supports the Company's phased development strategy. Please refer to the technical report entitled "Preliminary Economic Assessment: Wawa Gold Project" with an effective date of February 18, 2026 which is available on [www.SEDARPLUS.ca](http://www.SEDARPLUS.ca) under the Company's profile for more information.

For material information about the Company, visit [www.rpxgold.com](http://www.rpxgold.com)

*Or contact:*

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*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

#### CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

*This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance.*

*Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions. Forward-looking information contained in this news release includes, but may not be limited to: statements regarding the terms of the Upsized Offering, anticipated timing for completion of the Upsized Offering, the use of proceeds of the Upsized Offering and the ability to obtain necessary approvals, including TSXV approval, the ability to execute the Company's plans relating to the Wawa Gold Project as set out in the PEA; the ability to realize on the mineral resource estimates or delineating additional mineral resources; generating cash flow for further exploration and development of a larger mineral resource; the Wawa Gold Project funding ongoing underground development, exploration, and future optimization to minimize reliance on repeated equity financings and shareholder dilution; the ability to negotiate and execute toll milling arrangements, if necessary, on satisfactory terms or at all and continuing collaboration with First Nations partners as part of an inclusive and responsible development process. Investors are cautioned that forward-looking information is not based on historical facts but instead reflects management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Such opinions, assumptions and estimates are inherently subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are: the Company's expectations in connection with the projects and exploration programs being met, the impact of general business and economic conditions, global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future conditions, fluctuating gold prices, currency exchange rates (such as the Canadian dollar versus the United States Dollar), variations in material grade or recovery rates, changes in accounting policies, changes in the Company's mineral reserves and resources, changes in Wawa Gold Project parameters as plans continue to be refined, changes in Wawa Gold Project development, construction, production and commissioning time frames, the possibility of Wawa Gold Project cost overruns or unanticipated costs and expenses, higher prices for fuel, power, labour and other consumables contributing to higher costs and general risks of the mining industry, failure of plant, equipment or processes to operate as anticipated, unexpected changes in mine life, seasonality and weather, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, government regulation of mining operations, environmental risks,*

*unanticipated reclamation expenses, title disputes or claims, and limitations on insurance.*

*This information contained in this news release is qualified in its entirety by cautionary statements and risk factor disclosure contained in filings made by the Company, including the Company's financial statements and related MD&A for the year ended July 31, 2025, the Company's interim management discussion and analysis for the three months ended October 31, 2025, dated December 10, 2025, and the Company's interim management discussion and analysis for the three and six months ended January 31, 2026, dated March 10, 2026, filed with the securities regulatory authorities in certain provinces of Canada and available at [www.sedarplus.ca](http://www.sedarplus.ca).*

*Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.*

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