

PRESS RELEASE

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ROK RESOURCES ANNOUNCES NOTE FINANCING

May 28, 2021 – REGINA, SASKATCHEWAN: ROK Resources Inc. ("ROK" or the "Company") (TSXV: ROK) is pleased to announce that it intends to proceed with a \$4 million financing consisting of senior secured notes of the Company ("**Notes**"), with each Note consisting of a principal amount of \$1,000 and with interest payable thereon at a rate of 14% per annum and with a term of three years from the date of issuance thereof (the "**Offering**"), but with the ability of the Company to fully repay the Notes at no penalty after two years from the date of issuance, or the Noteholders can demand repayment after two years from the date of issuance. Payments of interest only will be made during the first year of the term of the Notes and blended payments of interest and principal will be made during the second and third year of the term of the Notes. The Notes are secured by all of the assets of the Company and are senior to all other indebtedness of the Company.

In addition, each \$1,000 principal amount of Notes will include 500 common share purchase warrants (each full warrant, a "**Warrant**") with each Warrant being exercisable for one class "B" common share in the capital of the Company at an exercise price of \$0.35 per Warrant for a period of 2 years. The Offering is expected to be non-brokered (although the Company retains the right to pay finder's fees or commissions on issuances pursuant to the Offering) and is subject to approval of the TSX Venture Exchange, including the pricing and other material terms thereof. The Notes and Warrants will be offered pursuant to the accredited investor and family, friends and business associates exemptions of *National Instrument 45-106 – Prospectus Exemptions*.

The Company expects to use the proceeds from the Offering for general corporate purposes as well as the operation and development of the assets to be acquired in Southern Saskatchewan pursuant to the Company's March 17, 2021 press release.

About ROK

ROK is engaged in exploring for petroleum and natural gas development activities in Saskatchewan. Its head office is located in Regina, Saskatchewan, Canada and ROK's common shares are traded on the TSX Venture Exchange under the trading symbol "ROK".

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Cautionary Statement Regarding Forward-Looking Information

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements with respect to the Company’s objectives, goals or future plans with respect to pursuing the Offering and the expectations regarding the receipt of regulatory approval for the Offering as well as the intended use of proceeds thereof. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic and social uncertainties; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; delay or failure to receive board, shareholder or regulatory approvals; those additional risks set out in ROK’s public documents filed on SEDAR at www.sedar.com; and other matters discussed in this news release. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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