



# ROKMASTER ANNOUNCES PRIVATE PLACEMENT

VANCOUVER, BC, Feb. 7, 2023 /CNW/ - Rokmaster Resources Corp. (TSX: RKR) (OTCQB: RKMSF) (FSE: 1RR1) ("**Rokmaster**" or the "**Company**") is pleased to announce a non-brokered private placement for a total of up to \$500,000 (the "**Private Placement**") involving the sale of up to 5,000,000 units (the "**Units**") at a price of \$0.10 per Unit.

Each Unit will consist of one common share plus one-half (1/2) non-transferable share purchase warrant (the "**Warrants**"). Each whole warrant will entitle the holder to purchase one common share of the Company (a "**Warrant Share**") at \$0.175 per Warrant Share for a period of one year. The Warrants are subject to an accelerated expiry date, at the Company's option, which comes into effect when the trading price on the TSX Venture Exchange (the "**Exchange**") of the Company's common shares closes at or above \$0.25 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance. If the Company decides to accelerate the expiry date of the Warrants, the Company will give an expiry acceleration notice by issuing a press release (the "**Notice**") announcing the acceleration and in such case, the expiry date shall be deemed to be the 30th calendar day following the date of issuance of the Notice.

Certain directors, officers, and insiders of the Company may acquire securities under the Private Placement, which participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). Such participation is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The Company may pay finder's fees in relation to the Private Placement. This non-brokered private placement is subject to Exchange approval. All shares issued pursuant to this Private Placement and any shares issued pursuant to the exercise of Warrants will be subject to a four-month and one day hold period from the closing date and are not being offered or registered in the United States.

The Company may complete a portion of the Private Placement pursuant to the conditions described in Multilateral CSA Notice 45-318 - Prospectus Exemption for Certain Distributions through an Investment Dealer ("CSA 45-318") and the corresponding instruments, orders and rules implementing CSA 45-318 in the participating jurisdictions (collectively with CSA 45-318, the "Investment Dealer Exemption"). In addition to conducting the Private Placement pursuant to the Investment Dealer Exemption, the Company will also accept subscriptions for units where other prospectus exemptions are available, including from accredited investors. In accordance with the Investment Dealer Exemption, the Company advises that, as at the date hereof, there is no material fact or material change in respect of the Company that has not been generally disclosed and the proceeds from the Private Placement will be primarily used for exploration, economic studies and for general working capital purposes. The Company further advises that there is no minimum number of units being offered pursuant to the Private Placement.

On Behalf of the Board of Directors of

**Rokmaster Resources Corp.**

John Mirko,  
President & Chief Executive Officer.

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

*press release.*

**CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS:** This news release may contain forward-looking information within the meaning of applicable securities laws ("forward-looking statements"), including, but not limited to statements with respect to the completion of the Private Placement, participation by directors, officers and insiders of Rokmaster, use of proceeds of the Private Placement and certain other matters relating to the proposed Private Placement. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Company's properties; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in the work program; the risk of environmental contamination or damage resulting from Rokmaster's operations and other risks and uncertainties. Any forward-looking statement speaks only as of the date it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

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