



ROKMASTER ENTERS INTO ARRANGEMENT AGREEMENT FOR SPIN-OUT OF DUNCAN LAKE AND BIG COPPER PROJECTS

VANCOUVER, BC, Nov. 20, 2023 /CNW/ - Rokmaster Resources Corp. (TSXV: RKR) (OTCQB: RKMSF) (FSE: 1RR1) ("Rokmaster" or the "Company") is pleased to announce that it has entered into an arrangement agreement (the "Arrangement Agreement") with its wholly-owned subsidiary, 4Metals Exploration Ltd. ("SpinCo" or "4Metals"), pursuant to which it will spin out (the "Spin-Out") all of its interest in its 100%-owned Duncan Lake project and 55%-owned Big Copper project (together, the "Spin-Out Properties") to shareholders of the Company (the "Shareholders") by way of a statutory plan of arrangement (the "Arrangement") pursuant to the *Business Corporations Act* (British Columbia).

The Arrangement must be approved by the Supreme Court of British Columbia (the "Court") and by the affirmative votes of at least 2/3 of the Shareholders cast at the annual general and special meeting of the Company to be held on or around January 12, 2024 (the "Meeting"). Upon receipt of approval from the Shareholders and the Court, the Board will determine an effective date to complete the Arrangement.

The Arrangement Agreement

Under the Arrangement, Shareholders as of the effective date will receive new common shares of Rokmaster (each, a "New Rokmaster Share") and common shares of SpinCo (the "SpinCo Shares") by way of a share exchange, pursuant to which each existing common share of Rokmaster (an "Existing Rokmaster Share") will be exchanged for one New Rokmaster Share and 0.125 of a SpinCo Share (or one SpinCo Share distributed for every eight Existing Rokmaster Shares held) rounded down to the next whole number of SpinCo Shares. As a result of the Arrangement, 4Metals will become a reporting issuer in the provinces of British Columbia, Alberta, Manitoba and Ontario.

Holders of options and warrants of Rokmaster will be entitled to receive, upon exercise of an option or warrant for the same aggregate consideration, one New Rokmaster Share and 0.125 of a SpinCo Share (rounded down to the next whole number of SpinCo Shares) in lieu of each Existing Rokmaster Share such holder otherwise would have been entitled to receive, subject to applicable adjustments pursuant to the Company's stock option plan, the relevant stock option agreements or certificates representing the warrants, as applicable.

Conditions to Closing

Completion of the Arrangement is subject to several conditions, including the following:

- a. Regulatory and Shareholder approvals;
- b. Final order of the Court approving the Arrangement; and
- c. Completion of a financing to raise working capital for 4Metals.

Additional details of the Arrangement will be included in an information circular to be mailed to Shareholders. The Spin-Out is expected to close on such date to be determined after the Meeting, subject to the satisfaction of all conditions precedent and receipt of all necessary approvals.

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"). 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: receipt of regulatory, Court and Shareholder approvals; successful completion of the Arrangement and related transactions; risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing, for working capital and 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 or SpinCo's operations and other risks and uncertainties as disclosed in the information circular to be sent to Shareholders in connection with the Meeting to approve the Arrangement. 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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For further information: please contact Mr. John Mirko, CEO of Rokmaster, jmirko@rokmaster.com, Ph. 1-604-290-4647 or visit the Company's website at: www.rokmaster.com; For Shareholder information please contact: Mike Kordysz, mikordysz@rokmaster.com, Ph. +1 (604) 319-3171

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