



44 Victoria Street, Suite 1612  
Toronto, ON M5C 1Y2 CANADA  
Toll Free: 1-888-764-1981,  
Direct: +1-647-243-6581  
[info@rogueresources.ca](mailto:info@rogueresources.ca)

June 25, 2018

TSX-V: RRS

**NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA OR TO US WIRE SERVICES**

## **Rogue Resources Announces Non-Brokered Private Placement of Common Share and Flow-Through Units**

**TORONTO, ON** – Rogue Resources Inc. (TSX-V: RRS) (“Rogue” or the “Company”) is pleased to announce that it plans to issue and sell up to 1,818,182 units of the Company (“Units”) at a price of \$0.22 per Unit for aggregate gross proceeds of \$400,000 (the “Unit Offering”) and up to 333,333 flow-through units of the Company (“FT Units”) at a price of \$0.30 per FT Unit for aggregate gross proceeds of \$100,000 (the “FT Unit Offering” and together with the Unit Offering, the “Private Placement”).

Each Unit will consist of one common share of Rogue (each, a “Unit Share”) and one common share purchase warrant (each, a “Warrant”) entitling the holder thereof to purchase one common share (each, a “Warrant Share”) at an exercise price of \$0.30 until July 25, 2020. Each FT Unit will consist of one flow-through common share of Rogue (each, a “FT Share”) and one-half of one common share purchase warrant (each, a “FT Warrant”) entitling the holder thereof to purchase one common share (each, a “FT Warrant Share”) at an exercise price of \$0.35 until July 25, 2020.

All Warrants and FT Warrants issued in the Private Placement will contain an accelerator clause (an “Accelerator Clause”) whereby, if at any time after July 25, 2019, and prior to the expiry of the Warrants or FT Warrants, the trading price of Rogue’s common shares exceeds \$0.40 for a period of ten consecutive trading days, the Company may provide notice to the holders of the Warrants and FT Warrants that such warrants will expire 30 days after the date of the notice.

The Private Placement is subject to regulatory approval, including the approval of the TSX Venture Exchange (the “TSXV”). Closing of the Private Placement is expected to occur on or about July 25, 2018. The proceeds of the Unit Offering will be used for general corporate purposes. The proceeds from the FT Unit Offering will be used for Canadian Exploration Expenses, as defined in the *Income Tax Act* (Canada).

The Units and FT Units will be offered by way of private placement in each of British Columbia, Alberta, Ontario and such other jurisdictions as the Company may determine. The Units and FT Units issued in connection with the Private Placement will be subject to a statutory hold period of four months plus one day from the date of completion of the Private Placement, in accordance with applicable securities legislation. The Private Placement will be exempt from prospectus and registration requirements of applicable securities laws.

In certain instances, the Company may pay finder’s fees (“Finder’s Fees”) to eligible persons (“Finders”) on a portion of the Private Placement, consisting of a cash payment equal to 7% of gross proceeds raised from applicable subscriptions for Units and FT Units and the Company may issue non-transferable finder’s warrants (“Finder’s Warrants”) in an amount up to 7% of the gross proceeds raised from applicable subscriptions. Each Finder’s Warrant will entitle the holder to

acquire one additional common share of Rogue (each, a “Finder’s Warrant Share”) at a price of \$0.22 until July 25, 2020. The Finder’s Warrants will be subject to the Accelerator Clause. The payment of the Finder’s fees and issuance of Finder’s Warrants is subject to applicable regulatory and TSXV approval.

## **About Rogue Resources Inc.**

Rogue is a mining company focused on generating positive cash flow. Not tied to any commodity, it looks at rock value and good grade deposits that can withstand all stages of the commodity price cycle. The Company remains focused on advancing its silica/quartz business with the Snow White Project in Ontario and the Silicon Ridge Project in Québec, exploring its other assets, including the gold potential at Radio Hill, and identifying additional projects or mines that meet its criteria.

For more information visit [www.rogueresources.ca](http://www.rogueresources.ca).

For additional information regarding this news release please contact:

Sean Samson  
info@rogueresources.ca

*Neither the 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 news release.*

### ***Cautionary Note Regarding Forward-Looking Statements:***

*This news release contains certain statements or disclosures relating to the Company that are based on the expectations of its management as well as assumptions made by and information currently available to the Company which may constitute forward-looking statements or information (“forward-looking statements”) under applicable securities laws. 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”, “continue”, “potential” and similar expressions, or are events or conditions that “will”, “would”, “may”, “could” or “should” occur or be achieved. In particular, but without limiting the foregoing, this news release contains forward-looking statements pertaining to the following: the Private Placement; the Units, FT Units, Warrants and FT Warrants; the expected date of closing of the Private Placement; the expected use of proceeds from each of the Unit Offering and the FT Unit Offering; jurisdictions where the Unit Offering and FT Unit Offering will be made; Finder’s Fees and Finder’s Warrants; the statutory hold periods applicable to the securities underlying the Units and FT Units; and the applicability of exemptions from prospectus and registration requirements of applicable securities laws. The forward-looking statements contained in this news release reflect several material factors and expectations and assumptions of the Company including, without limitation: business strategies and the environment in which the Company will operate in the future; commodity prices; exploration and development costs; mining operations, drilling plans and access to available goods and services and development parameters; regulatory restrictions; the ability of the Company to obtain applicable permits and regulatory approvals; activities of governmental authorities (including changes in taxation); currency fluctuations; the global economic climate; and competition.*

*The Company believes that the material factors, expectations and assumptions reflected in the forward-looking statements are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking statements included in this news release are not guarantees of future performance and should not be unduly relied upon. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements including, without limitation: general economic, market and business conditions; the Private Placement may not be completed in the timelines anticipated, in the manner anticipated or at all; the required regulatory approval for the Private Placement, including the approval of the TSXV, may not be obtained; the Company’s properties may not have the results currently anticipated by the Company; the Company may be unable to resolve geological, mechanical, regulatory or operational issues in the timelines anticipated, in the manner anticipated or at all; increased costs and expenses; reliance on industry partners; risks related to operations, government and environmental regulation, conclusions of economic*

*evaluations and changes in project parameters as plans continue to be refined; risks in the marketability of minerals; fluctuations in the commodity prices; fluctuation in foreign exchange rates and interest rates; stock market volatility; and certain other risks detailed from time to time in the Company's public disclosure documents including, without limitation, those risks identified in this news release, and in the Company's most recent annual and interim management's discussion and analysis, copies of which are available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Readers are cautioned that the foregoing list of factors is not exhaustive and are cautioned not to place undue reliance on these forward-looking statements.*

*The forward-looking statements contained in this news release are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.*

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (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 (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available.*