

October 24, 2017

TSX-V: RRS

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## Rogue Resources Announces Non-Brokered Private Placements of Flow-Through Shares and Units

**TORONTO, ON. – Rogue Resources Inc. (TSX-V: RRS)** (“Rogue” or the “Company”) is pleased to announce that it has agreed to issue and sell 1,818,182 flow-through common shares (“FT Shares”) of the Company to one or more disclosed principals at a price of \$0.22 per FT Share for aggregate gross proceeds of \$400,000 (the “FT Offering”). The Company is also pleased to announce that it intends to issue and sell up to 2,222,222 non-flow through units of the Company (“Units”) at a price of \$0.18 per Unit for aggregate gross proceeds of \$400,000 (the “Unit Offering” and, together with the FT Offering, the “Offerings”). Each Unit will consist of one common share (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 \$0.25 until November 2, 2018.

The Offerings are subject to regulatory approval, including the approval of the TSX Venture Exchange (the “TSXV”). Closing of the Unit Offering is subject to closing of the FT Offering for minimum gross proceeds of \$400,000 and closing of the Unit Offering is subject to closing of the FT Offering for minimum gross proceeds of \$400,000. Closing of the Offerings is scheduled to occur on or about November 2, 2017. The proceeds from the FT Offering will be used for Canadian Exploration Expenses, as defined in the *Income Tax Act* (Canada). The proceeds of the Unit Offering will be used for project acquisition expenses and general corporate purposes.

The FT Shares and Units will be offered by way of private placement in each of British Columbia, Alberta, Ontario and such other jurisdictions as the Corporation may determine. The common shares 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.

The Company may pay finders' fees of up to 7% of the gross proceeds raised under the Offerings and will also issue non-transferable warrants in an amount up to 7% of the total number of FT Shares and Units sold under the Offerings, in accordance with securities laws and the policies of the TSXV.

### **About Rogue Resources Inc.**

Rogue is a mining company focused on generating positive cash flow. Not tied to any metal, it looks at rock value and good grade deposits that can withstand all stages of the metal price cycle. The Company remains focused on advancing its silica/quartz business with the Silicon Ridge Project in Quebec and the recently announced acquisition of the Snow White Project in Ontario, targeted to close in Q4 2017 (see October 20, 2017 press release), exploring its other assets, including the gold potential at Radio Hill, and identifying additional assets that meet its criteria. For more information visit [www.rogueresources.ca](http://www.rogueresources.ca).

## **Qualified Person**

The Company's Exploration Projects are under the direct supervision of Paul Davis, P.Geo.(OGQ), and Vice-President of the Company, a Qualified Person ("QP") as defined by National Instrument 43-101.

For additional information regarding this news release please contact:

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*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. All such statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that the Company anticipates or expects may, or will occur in the future (in whole or in part) should be considered forward-looking statements. In some cases, forward-looking statements can be identified by the use of the words "will", "intend" and similar expressions.*

*In particular, but without limiting the foregoing, this news release contains forward-looking statements pertaining to the following: the Offerings; the Units; the timing of closing of the Offerings; the use of proceeds from the Offerings; jurisdictions where the Offerings will be made; finder's fees; and prospectus and registration exemptions.*

*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 and development parameters; regulatory restrictions; 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 Offerings may not be completed in the timelines anticipated, in the manner anticipated or at all; the Company's properties may not have the results currently anticipated by the Company; the Company may be unable to resolve geological, mechanical 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 of the 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.*