

Rock Edge Closes Critical Minerals Flow-Through Private Placement

Vancouver, British Columbia, August 08, 2023: Rock Edge Resources Ltd. (the “Company” or “Rock Edge”) (CSE: REDG) announce that, further to its press release dated July 23, 2023, it has closed the non-brokered Critical Minerals Flow Through private placement. The Company issued 2,100,000 Flow Through units (the “FT Units”) at a price of \$0.05 per FT Unit for aggregate gross proceeds of \$105,000.

Each Critical Minerals FT Unit will include one flow-through share ("FT Share") that qualifies as a Critical Minerals flow-through share under the Income Tax Act (Canada), along with a transferable half non-flow-through share purchase warrant of the Company ("NFT Warrant"). Each whole NFT Warrant will enable the holder to acquire an additional Share at a price of \$0.10 per Share for a period of 24 months from the date of issuance.

Proceeds raised will be used to advance the Company’s Superb Lake Lithium Property and the Maun and Terrier Lithium properties located in the Great Lakes region of northern Ontario’s emerging premier lithium mineral district.

The gross proceeds from the FT Units will be utilized for incurring "Canadian exploration expenses" and "flow-through critical mineral mining expenditures" as defined in the Income Tax Act (Canada).

Finders’ fees of \$6,400 in cash and 128,000 broker warrants were paid to arm’s length parties.

Shares issued pursuant to the Financing will be subject to a four-month and one-day hold period according to applicable securities laws of Canada.

The Company would also like to announce the extension of its non-brokered non-flow-through private placement (“NFT Units”) press release on July 23, 2023. The closing date has been extended to August 18, 2023. All terms of the Offering remain unchanged, and the Offering remains subject to the approval of the CSE.

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. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (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 unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.



About Rock Edge Resources Ltd.

[Rock Edge Resources Ltd.](#) is focused on acquiring and exploring mineral property assets, with a specific emphasis on the Northwestern Ontario Lithium belt and the province of Quebec. Its objective is to locate, develop and bring to market economically viable properties that contain critical minerals, base metals and precious metals. With the support of the Ontario government's Critical Minerals Strategy, Rock Edge is poised to take advantage of the growing demand for these essential minerals and contribute to the region's economic growth.

On Behalf of the Board of Directors

Charles Desjardins

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The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

Forward Looking Statements

This news release contains "forward-looking statements" and "forward looking information" (as defined under applicable securities laws), based on management's best estimates, assumptions, and current expectations. Such statements include but are not limited to, statements with respect to the plans for future exploration and development of the Company's properties and the acquisition of additional exploration projects. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "expects", "expected", "budgeted", "forecasts", "anticipates" "plans", "anticipates", "believes", "intends", "estimates", "projects", "aims", "potential", "goal", "objective", "prospective", and similar expressions, or that events or conditions "will", "would", "may", "can", "could" or "should" occur. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those expressed or implied by such statements, including but not limited to: risks related to the receipt of all necessary regulatory and third party approvals for the proposed operations of the Company's business and exploration activities, risks related to the Company's exploration properties; risks related to international operations; risks related to general economic conditions, actual results of current exploration activities, unanticipated reclamation expenses; changes in project parameters as plans continue to be refined; fluctuations in prices of commodities including lithium and gold; fluctuations in foreign currency exchange rates, increases in market prices of mining consumables, possible variations in reserves; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in the completion of exploration, development or construction activities, changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in jurisdictions in which the Company operates. . Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The forward-looking statements and forward-looking information are made as of the date hereof and are qualified in their entirety by this cautionary statement.



The Company disclaims any obligation to revise or update any such factors or to publicly announce the result of any revisions to any forward-looking statements or forward-looking information contained herein to reflect future results, events or developments, except as require by law. Accordingly, readers should not place undue reliance on forward-looking statements and information. Please refer to the Company's most recent filings under its profile at www.sedar.com for further information respecting the risks affecting the Company and its business.

