

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

RooGold Inc.  
Suite 615 – 800 West Pender Street,  
Vancouver, BC V6C 2V6

**ITEM 2. DATE OF MATERIAL CHANGE**

October 1, 2021

**ITEM 3. NEWS RELEASE**

Issued October 4, 2021 and disseminated through the facilities of Stockwatch, Market News and Accesswire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Issuer announced the closing of a \$2,632,500 non-brokered unit financing, each unit consisting of a common share and half a share purchase warrant, each whole warrant entitling the holder to purchase an additional common share at \$0.40 per common share subject to acceleration if the Issuer's shares trade for 30 consecutive trading days above \$0.50 per share. Finders' fees of \$166,200 in cash were paid and 664,800 finders' warrants were issued each warrant entitling the holder to purchase an additional common share at \$0.32 per common share subject to the above-noted acceleration provision.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Michael Mulberry, Chief Executive Officer  
Telephone: 778-855-5001

**ITEM 9. DATE OF REPORT**

October 12, 2021



## **ROOGOLD CLOSES FIRST TRANCHE OF PRIVATE PLACEMENT & WELCOMES STRATEGIC INVESTOR CRESCAT CAPITAL LLC**

VANCOUVER, BC – October 4, 2021 – (CSE: ROO) (OTC: JNCCD) (Frankfurt: 5VHA) – RooGold Inc. (“**RooGold**” or the “**Issuer**”) announces that it has closed a first tranche of its previously announced Non-Brokered Unit Private Placement, on a post-Consolidation basis, by issuing 10,530,000 Units at \$0.25 per Unit and raising \$2,632,500. Each Unit consists of a Common Share and a half (1/2) a Common Share Purchase Warrant, each whole Warrant entitling the holder to purchase an additional Common Share at \$0.40 per Share for a two year period from Closing. The term of the Warrants is subject to an Accelerator Clause that the Issuer can elect to trigger if the Issuer’s Share price trades above \$0.50 for 30 consecutive trading days.

RooGold has also entered into a Strategic Shareholder Agreement with Crescat Capital LLC of Denver, Colorado. Crescat’s Investment Team and its Geological and Technical Director will act as advisors to RooGold management when called upon. RooGold Shareholder Dr. Quinton Hennigh, through his role as Geological and Technical Director of Crescat, will be available to provide expertise regarding RooGold’s exploration and development strategy and other geological and technical matters.

"We are pleased to welcome Crescat as a significant new shareholder of RooGold, along with our additional group of new stakeholders," commented Mike Mulberry, Chief Executive Officer of the Company. "We are very excited about the recent asset base we have acquired in New South Wales, Australia, and we believe that with hard work and perseverance, we will uncover some significant opportunities in the area. We hope to replicate other success stories which have been supported by Crescat and trailblazed by Dr. Hennigh over the past decade."

Crescat is a global macro asset management firm headquartered in Denver, Colorado. Crescat's mission is to grow and protect wealth over the long term by deploying tactical investment themes based on proprietary value-driven equity and macro models. Crescat's goal is industry-leading absolute and risk-adjusted returns over complete business cycles with low correlation to common benchmarks. Crescat's investment process involves a mix of asset classes and strategies to assist with each client's unique needs and objectives, and includes global macro, long/short, large cap and precious metals funds.

The net proceeds from the Private Placement will be used for phase 1 exploration of RooGold’s Australian properties acquired from Southern Precious Metals Ltd. (see Aug. 19, 2021 news release), investor relations & marketing, as a reserve for exploration of its conditionally acquired Australian properties from RooGold Ltd, and Aussie Precious Metals Corp, and for working capital.



In connection with the Private Placement, Foundation Markets Inc., Echelon Wealth, Canaccord Genuity, PI Financial, Research Capital, and Gravitas Securities Inc. collectively received Finder's Fees of \$166,200 and 664,800 Finders' Warrant, each Finder's Warrant entitling the holder to purchase a Common Share at \$0.32 for a two year period. The term of the Finder's Warrants is subject to an Accelerator Clause that the Issuer can elect to trigger if RooGold's shares trade above \$0.50 for 30 consecutive trading days.

The Units are subject to a statutory restricted trading period expiring on February 2<sup>nd</sup>, 2022.

### **About ROOGOLD**

ROOGOLD is a Canadian based junior venture mineral exploration issuer which is uniquely positioned to be a dominant player in New South Wales, Australia, through a growth strategy focused on the consolidation and exploration of highly mineralized precious metals properties in this prolific region of Australia. Through its acquisition of Southern Precious Metals Ltd., RooGold Ltd. and Aussie Precious Metals Corp. properties, RooGold commands a portfolio of 13 high-grade potential gold (9) and silver (4) concessions covering 1,380 km<sup>2</sup> which is home to 137 historic mines and prospects.

### **For further information please contact:**

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### **Forward-Looking Statements**

This press release may contain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur.

Although the Issuer believes that the expectations reflected in applicable forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in such statements.

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