

RNC Minerals Announces \$9 Million Bought Deal & Concurrent Private Placement Financing

/NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES./

TORONTO, Dec. 17, 2018 /CNW/ - RNC Minerals (TSX: RNX) ("RNC" or the "Company") is pleased to announce that it has entered into an agreement with Haywood Securities Inc. ("Haywood") as sole bookrunner and lead underwriter, on its own behalf and on behalf of a syndicate of underwriters (together with Haywood, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, on a "bought deal" basis, 13,044,000 common shares of the Company (the "Common Shares") at a price of \$0.46 per Common Share for gross proceeds to the Company of \$6,000,240 (the "Offering"). Clarksons Platou Securities AS will be engaged as selling agent in the Offering.

Concurrent with the Offering, the Underwriters have also agreed to purchase, on a "bought deal" private placement basis, 6,521,000 Common Shares of the Company at a price of \$0.46 per Common Share for additional gross process of \$2,999,660 (the "Private Placement"). The Private Placement will be sold to Eric Sprott or his designee.

The Company has agreed to grant the Underwriters an over-allotment option (the "Over-Allotment Option") to increase the size of the Offering and the Private Placement by up to an additional 15%, such option being exercisable in whole or in part at any time prior to the date that is 30 days after the closing of the Offering or 48 hours prior to closing of the Private Placement. In the event that the Over-Allotment Option is exercised in full, the aggregate gross proceeds of the Offering and the Private Placement to RNC will be \$10,349,885.

The Company intends to use the net proceeds of the Offering and the Private Placement to fund exploration and development expenditures at the Company's Beta Hunt mine and for general corporate purposes.

The Common Shares under the Offering will be offered by way of short form prospectus in each of the provinces of Canada, including Québec, pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*. These Common Shares will not be offered or sold in the United States except under Rule 144A or Regulation D or in such other manner as to not require registration under the United States Securities Act of 1933, as amended.

The Offering and the Private Placement are scheduled to close on or about January 16, 2019 and are subject to certain conditions including, but not limited to, receipt of all regulatory approvals, including the approval of the Toronto Stock Exchange and the applicable securities regulatory authorities.

The securities offered in the Offering and the Private Placement have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor will

there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About RNC

RNC has a 100% interest in the producing Beta Hunt gold mine located in Western Australia where a significant high grade gold discovery - "Father's Day Vein" - was recently made. RNC has initiated a 40,000 metre drill program on near mine exploration targets focused on the Father's Day Vein area, results of which will be incorporated into an updated NI 43-101 compliant Mineral Resource Estimate targeted for Q2 2019. Beta Hunt gold resource potential is underpinned by multiple gold shears with gold intersections across a 4km strike length which remain open in multiple directions adjacent to an existing 5km ramp network. RNC also has a 28% interest in a nickel joint venture that owns the Dumont Nickel-Cobalt Project located in the Abitibi region of Quebec which contains the second largest nickel reserve and eighth largest cobalt reserve in the world. RNC owns a 35% interest in Orford Mining Corporation, a mineral explorer focused on highly prospective and underexplored areas of Northern Quebec and the U.S. Carolina Gold Belt. RNC has a strong management team and Board with over 100 years of mining experience. RNC's common shares trade on the TSX under the symbol RNX. RNC shares also trade on the OTCQX market under the symbol RNKLF.

Cautionary Statement Concerning Forward-Looking Statements

This news release contains "forward-looking information" including without limitation statements relating to the success of the bought deal financing and use of proceeds therefrom, liquidity and capital resources of RNC, production guidance and the potential of the Beta Hunt Mine as well as the potential of the Dumont development project and Orford Mining's Qiqavik, West Raglan, Jones-Keystone Loflin and Landrum-Faulkner exploration properties.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of RNC to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could affect the outcome include, among others: future prices and the supply of metals; the results of drilling; inability to raise the money necessary to incur the expenditures required to retain and advance the properties; environmental liabilities (known and unknown); general business, economic, competitive, political and social uncertainties; results of exploration programs; accidents, labour disputes and other risks of the mining industry; political instability, terrorism, insurrection or war; or delays in obtaining governmental approvals, projected cash operating costs, failure to obtain regulatory or shareholder approvals. For a more detailed discussion of such risks and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements, refer to RNC's filings with Canadian securities regulators, including the most recent Annual Information Form, available on SEDAR at www.sedar.com.

Although RNC has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this news release and RNC disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities law.

SOURCE RNC Minerals

For further information: Rob Buchanan, Director, Investor Relations, T: (416) 363-0649,
www.rncminerals.com
