



News Release

ROCHESTER ANNOUNCES CLOSING OF DEBT SETTLEMENT TRANSACTION

Vancouver, British Columbia – January 12 2021: - Rochester Resources Ltd. (the “Company”) (TSXV: **RCT** and Frankfurt: **RSI**) reports that further to its news release of November 19, 2020, as updated on December 11, 2020, the Company issued 11,593,243 units (“**Cash Units**”), at an issue price of \$0.075 per Cash Unit, in settlement of a portion of its outstanding debt owing from prior cash advances received by the Company. Each Cash Unit comprised one common share (a “**Share**”) and one share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase an additional Share at a price of \$0.075 for three years. The Company also issued 2,450,000 shares (“**Debt Shares**”) at a deemed price of \$0.075 per share in settlement of debt owing to certain directors and officers. All of the Cash Units, Warrants and Debt Shares issued have a four month hold period.

Related Party Transaction and Early Warning Disclosure

Officers and/or directors of the Company have acquired 10,430,000 Cash Units and 2,450,000 Debt Shares in settlement of a total of CDN\$966,000 debt. The issuance of the securities to the officers and/or directors of the Company pursuant to the debt settlement constitutes related party transactions pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the debt settlement in reliance on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the transaction does not exceed 25% of the Company’s market capitalization. The Company intends to file a material change report in respect of the related party transaction on SEDAR.

The Company also reports that pursuant to a debt settlement agreement between the Company and 888 Capital Corp. (“888”), a private corporation 50% owned by Mr. Nick DeMare, CEO and director of the Company, Mr. DeMare acquired 3,750,000 Cash Units indirectly through 888. Following the acquisition of 3,750,000 Cash Units, Mr. DeMare beneficially owns or has control or direction over a total of 7,455,094 Common Shares and 3,750,000 Warrants exercisable to acquire an additional 3,750,000 Common Shares. As a result of the acquisition, Mr. DeMare’s beneficial ownership of, or control or direction over, the Common Shares increased from 15.87% to 19.94% on an undiluted basis, and increased from 15.87% to 27.23% on a partially-diluted basis, assuming the exercise of the Warrants held by Mr. DeMare. As a result of this transaction, Mr. DeMare acquired securities in an amount equal to 2% or more of the issued and outstanding Common Shares on an undiluted and a partially-diluted basis.

The Company also reports that pursuant to a debt settlement agreement between the Company and Mr. Eduardo Luna, Chairman and director of the Company, Mr. Luna acquired 5,000,000 Cash Units in the Company. Following the acquisition of 5,000,000 Cash Units, Mr. Luna beneficially owns or has control or direction over a total of 9,437,636 Common Shares and 5,000,000 Warrants exercisable to acquire an additional 5,000,000 Common Shares. As a result of the acquisition, Mr. Luna’s beneficial ownership of, or control or direction over, the Common Shares increased from 19.00% to 25.24% on an undiluted basis, and increased from 19.000% to 34.06% on a partially-diluted basis, assuming the exercise of the Warrants held by Mr. Luna. As a result of this transaction, Mr. Luna acquired securities in an amount

equal to 2% or more of the issued and outstanding Common Shares on an undiluted and a partially-diluted basis.

Messrs. DeMare and Luna acquired ownership of, and control over, the securities that triggered the requirement to file a early warning reports and the early warning disclosures in this news release pursuant to the debt settlement agreements entered into between the Company and each of Messrs. DeMare and Luna. Messrs. DeMare and Luna acquired these securities for investment purposes and may, depending on market and other conditions, acquire additional securities through market transactions or otherwise, or may sell all or some of the securities which they own or control. Disinterested shareholder approvals to the creation of control blocks were received on December 17, 2020.

For further information or to obtain copies of the early warning reports to be filed by Messrs. DeMare and Luna on SEDAR, pursuant to National Instrument 62-103, please contact Mr. DeMare by telephone at 604-685-9316. The Company's head office is located at 1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7. The address of Mr. DeMare is c/o 1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

ON BEHALF OF THE BOARD

“Nick DeMare”

CEO and Director

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