

**News Release**

**ROCHESTER ANNOUNCES DEBT PAYDOWN AND ACQUISITION DETAILS**

**Vancouver, British Columbia – February 1, 2022: - Rochester Resources Ltd. (the “Company” or “Rochester”) (TSXV: RCT and Frankfurt: R5I) announces that the Company has paid down \$731,250 of its outstanding debt. The funding came via exercise of warrants including warrants held by certain insiders.**

On February 1, 2022, the Company issued a total of 9,750,000 common shares in its capital (each, a “Share”) pursuant to the exercise of certain outstanding warrants including 1,532,800 Shares issued to 888 Capital Corp. (“888”), 2,217,200 shares issued to DNG Capital Corp. (“DNG”) and 5,000,000 Shares issued to Mr. Luna.

As a result of the exercise of these warrants Mr. Nick DeMare, CEO and Director of the Company, reports that he has acquired 3,750,000 Shares (the “Acquisition”), at a price of \$0.075 per Share, on exercise of 2,217,200 share purchase warrants held by DNG, a private company wholly owned by Mr. DeMare and 1,532,800 share purchase warrants held by 888, a private company 50% owned by Mr. DeMare, resulting in the percentage of his beneficial holdings in the Company increasing by over 2%. Immediately before the Acquisition, Mr. DeMare held directly and indirectly, 7,080,094 Shares and 3,750,000 warrants of the Company, representing 18.93% of the then issued and outstanding Shares of the Company or 26.32% if all of his warrants were exercised. Mr. DeMare holds no other convertible securities in Rochester. Immediately following the issuance of 9,750,000 Shares by the Company, Mr. DeMare holds 10,830,094 Shares, representing approximately 22.97% of the outstanding Shares of Rochester. Mr. DeMare’s beneficial ownership of, or control or direction over, the Shares increased from 18.93% to 22.97%.

Mr. Eduardo Luna, Chairman and Director of Rochester, reports that he has acquired 5,000,000 Shares (the “Acquisition”), at a price of \$0.075 per Share, on the exercise of 5,000,000 share purchase warrants held by Mr. Luna, resulting in the percentage of his holdings in Rochester increasing by over 2%. Immediately before the Acquisition, Mr. Luna held 9,812,636 Shares and 5,000,000 warrants of Rochester, representing 26.24% of the then issued and outstanding Shares of Rochester or 34.94% if all of his warrants were exercised. Mr. Luna holds no other convertible securities in Rochester. Immediately following the issuance of 9,750,000 Shares by Rochester, Mr. Luna holds 14,812,636 Shares, representing approximately 31.42% of the outstanding Shares of Rochester. Mr. Luna’s beneficial ownership of, or control or direction over, the Shares increased from 26.24% to 31.42%.

Mr. Luna and Mr. DeMare acquired the Shares for investment purposes only and will maintain their holdings in the Company. In the future, Messrs. DeMare and Luna may take such actions in respect of their holdings in the Company as they may deem appropriate, depending on the then market conditions and circumstances.

For further information or to obtain a copy of the Early Warning Reports filed by Messrs. DeMare and Luna on SEDAR under Rochester’s profile, please contact Mr. DeMare 604.685.9316 (c/o Suite 1305 – 1090 W. Georgia St., Vancouver, BC, V6E 3V7).

ON BEHALF OF THE BOARD  
“**Nick DeMare**”  
CEO and Director

*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 release.*

This press release is being issued jointly by the Company, Mr. DeMare and Mr. Luna.