



RYE PATCH GOLD CORP. ANNOUNCES \$15 MILLION BOUGHT DEAL PRIVATE PLACEMENT; ESTABLISHES STRATEGIC REVIEW PROCESS

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VANCOUVER, BC January 17, 2018 – Rye Patch Gold Corp. (“Rye Patch” or the “Company”) (TSX.V: RPM; OTCQX: RPMGD; FWB: 5TN) is pleased to announce that it has entered into an agreement with PI Financial Corp., as lead underwriter on behalf of a syndicate of underwriters (collectively, the “**Underwriters**”), under which the Underwriters have agreed to purchase, on a bought deal private placement basis 11,538,500 units (the “**Units**”) of the Company at a price of \$1.30 per Unit, for aggregate gross proceeds of \$15,000,050 (the “**Offering**”). Each Unit will be comprised of one common share and one transferable common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one common share of Rye Patch at a price of \$1.65 for a period of 24 months following the closing of the Offering.

The Company has also granted the Underwriters the option to increase the size of the Offering by up to 3,846,200 Units to cover over-allotments, exercisable in whole or in part at up to 48 hours prior to the closing date of the Offering, for additional gross proceeds of up to \$5,000,060.

The net proceeds of the Offering will be used for debt servicing, working capital and the continued ramp up of the Florida Canyon Mine.

The Offering is scheduled to close on or about January 31, 2018, or such other date as agreed between the Company and the Agents, and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the approval of the TSX Venture Exchange.

In addition, the board of directors (the “Board”) of Rye Patch has also determined to initiate a strategic review process to explore alternatives available to the Company for the enhancement of shareholder value.

Chief Executive Officer Bill Howald commented, “The Board has approved a process to review and evaluate potential alternatives that may further maximize value for Rye Patch’s shareholders.”



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Mr. Howald added, “The strategic review will encompass a careful evaluation of the Company’s development strategy, business plan, market valuation and capital structure and will consider numerous opportunities or alternatives for the Company, including potential mergers, acquisitions or dispositions, restructuring or refinancing of its credit facility, and any other options identified with the fundamental objective of achieving the best value for the Company’s shareholders.”

The Board has appointed a Special Committee comprised solely of independent directors to review and evaluate proposals considered as part of the strategic review process, and to make recommendations to the Board thereon. The Special Committee is chaired by Tim Baker and is comprised of Jonathan Challis, Charles Russell and John Mansanti, being all of the independent directors of the Company.

There can be no assurance that the Company’s efforts will be successful or that the strategic review process will result in any transaction.

The Company’s mine ramp up at Florida Canyon will be unaffected by this review process.

*This news release does not constitute an offer to sell or a solicitation of an offer to sell securities in the United States, nor in any other jurisdiction. 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 unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

About Rye Patch Gold Corp.

Rye Patch Gold Corp. is a Nevada based, Tier 1, mining company engaged in the mining and development of quality resource-based gold and silver mines and projects along the established Oreana trend in west central Nevada. Leveraging its strong financial position and cash to acquire the operating Florida Canyon Gold Mine, Rye Patch Gold Corp. now controls a trend-scale platform with mining operations, resource projects and exploration upside. The combination of operations and organic growth along a major Nevada gold trend positions Rye Patch as an emerging mid-tier gold producer with tremendous value added potential. For more information, please visit our website at www.ryepatchgold.com.

On behalf of the Board of Directors
‘William Howald’
William C. (Bill) Howald, CEO & President



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Forward-Looking Statements

This release includes certain statements that may be deemed to be “forward-looking statements”, including statements as to use of proceeds of the Offering, closing of the Offering and review of strategic opportunities and alternatives. All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expect, are forward-looking statements. These statements are based on assumptions that the Offering will complete as proposed, the proceeds will be available to the Company and used in the manner outlined and that the strategic review will identify opportunities for the Company. Actual results or developments may differ materially from those in forward-looking statements and there are risks attendant with completion of the Offering, risks that the proceeds may not be sufficient for the purposes intended and risks that the strategic review will not result in any transaction. Rye Patch disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, save and except as may be required by applicable securities laws.

Neither 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.