



## **PRESS RELEASE**

**ARMISTICE RESOURCES CORP.**

**For Immediate Release**

**NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES**

### **Armistice Resources Corp. Files Preliminary Short-Form Prospectus for Equity Financing**

- Planned equity financing would provide Armistice increased financial flexibility and allow a significant ramp-up in exploration drilling programs on the McGarry and Kerr-Addison properties as well as for bringing the McGarry Project into production

TORONTO, ON September 15, 2011 – Armistice Resources Corp. (TSX: AZ) (“Armistice” or the “Company”) is pleased to announce that it has been issued a receipt for a preliminary short-form prospectus in connection with a fully marketed offering of units of the Company (the “Offering”). The Offering is being conducted by Canaccord Genuity Corp. (the “Agent”). Each unit will consist of one common share of the Company and one-half of one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company for a period of 24 months following the date of closing of the Offering. Final pricing and the determination of the number of units to be sold pursuant to the Offering will be determined in the context of the market and will occur immediately prior to the filing of the final short-form prospectus in respect of the Offering.

The units to be issued under the Offering will be offered in British Columbia, Alberta, and Ontario.

Armistice has granted the Agent an option to sell up to an additional 15% of the number of units sold in the Offering, exercisable at any time following the closing of the Offering for a period of 30 days.

The net proceeds raised under the Offering will be used to fund the Company’s development, mining and pre-production programs at the McGarry Project, exploration on its properties, property option payments, consumables, equipment purchases and for general working capital purposes.

The Offering is expected to close on or about October 13, 2011 and is subject to certain conditions including, but not limited to, the execution of a definitive agency agreement with the Agent and the receipt of all necessary approvals, including final approval from the Toronto Stock Exchange and applicable securities regulatory authorities.

The units to be offered have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. This news release shall not constitute an offer to sell or the solicitation of an offer to buy such units in the United States or in any other jurisdiction where such offer is unlawful.

About Armistice Resources Corp.

Armistice is an exploration company engaged in the acquisition and exploration of gold properties. The Company currently owns the rights to a mineral property (the "McGarry Project"), which is an underground gold project currently in pre-production located in the southwestern part of McGarry Township, in north-eastern Ontario, on the major geological structure referred to as the Larder Lake Break, immediately west of the municipality of Virginiatown.

On December 23, 2010, the Company entered into a five year option agreement to acquire up to a 100% interest in a property (the "Kerr Addison Property") which adjoins Armistice's McGarry Project to the east. The former mine on the Kerr Addison Property (the "Former Kerr Addison Mine") produced approximately 11 million ounces of gold during a 58-year operating life from 1938 to 1996. Gold-bearing zones within its extensive mineralized system were mined from surface to a depth of 4,500 feet, and over a strike length of about 3,200 feet. The Former Kerr Addison Mine was in production right to the time that creditors forced a foreclosure during a period of low gold prices. Armistice is listed on the TSX and currently has 104,924,771 common shares issued and outstanding. To find out more about Armistice, please visit the company's website at [www.armistice.ca](http://www.armistice.ca).

## Forward-Looking Statements

This news release contains forward-looking statements, including current expectations on the timing of the completion of the Offering, commencement of production and the rate of production, if commenced. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Such statements are based on current expectations, are subject to a number of uncertainties and risks, and actual results may differ materially from those contained in such statements. These uncertainties and risks include, but are not limited to, the strength of the Canadian economy; the price of gold; operational, funding, and liquidity risks; the degree to which mineral resource estimates are reflective of actual mineral resources; and the degree to which factors which would make a mineral deposit commercially viable are present; the risks and hazards associated with underground operations. Risks and uncertainties about Armistice's business are more fully discussed in the company's disclosure materials, including its annual information form and MD&A, filed with the securities regulatory authorities in Canada and available at [www.sedar.com](http://www.sedar.com) and readers are urged to read these materials. Armistice assumes no obligation to update any forward-looking statement or to update the reasons why actual results could differ from such statements unless required by law.

### **For further information:**

Investor and Media Relations  
Richard W. Wertheim  
Wertheim + Company Inc.  
Email: [wertheim@wertheim.ca](mailto:wertheim@wertheim.ca)  
416-594-1600 ext. 223  
416-518-8479 (cell)