

# Blackwolf Copper and Gold Announces Non-Brokered Private Placement

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VANCOUVER, October 27, 2021 - [Blackwolf Copper and Gold Ltd.](#) ("Blackwolf" or the "Company") (TSXV:BWCG) (OTC PINK:BWCGF) is pleased to announce a non-brokered private placement of units (the "Units") of the Company at a price of \$0.70 per Unit for gross proceeds of up to \$2.5 million (the "Offering").

Each Unit will be comprised of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall be exercisable to acquire one Common Share (a "Warrant Share") at a price of \$0.85 per Warrant Share for a period of 18 months from the closing of the Offering.

The Company will pay to certain finders a cash fee equal to 6% of the gross proceeds from the sale of Units to subscribers introduced by a particular finder (the "Found Units") and will issue finder warrants equal to 6% of the Found Units sold pursuant to the Offering ("the Finder Warrants"). The Finder Warrants shall be exercisable to acquire one Common Share (a "Finder Share") at a price of \$0.70 per Finder Share for a period of 18 months from the closing of the Offering.

The net proceeds of the Offering will be used to fund exploration activities at the Company's Niblack Project and Hyder Area Properties located in southeast Alaska, and general working capital purposes.

Certain directors and officers of the Company are expected to acquire securities under the Offering. Such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The Offering will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The closing of the Offering is subject to certain conditions including the receipt of all necessary regulatory approvals, including the acceptance of the TSX Venture Exchange. The securities issued under the Offering will be subject to the standard four-month hold. The Offering will consist of up to 3,571,425 Units at a price of \$0.70 for up to total gross proceeds of \$2.5 million. The Company reserves the right to increase the number of Units issued pursuant to the Offering to up to 7,142,850 Units for up to total gross proceeds of \$5.0 million.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. 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 or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## About Blackwolf Copper and Gold

Blackwolf's founding vision is to be an industry leader in transparency, inclusion and innovation. Guided by our Vision and through collaboration with local and Indigenous communities and stakeholders, Blackwolf builds shareholder value through our technical expertise in mineral exploration, engineering and permitting. The Company holds a 100% interest in the high-grade Niblack copper-gold-zinc-silver VMS project, located adjacent to tidewater, as well as the Cantoo, Casey, Texas Creek gold-silver and VMS Properties in southeast Alaska. For more information on Blackwolf, please visit the Company's website at [www.blackwolfcopperandgold.com](http://www.blackwolfcopperandgold.com).

On behalf of the Board of Directors

"Robert McLeod"

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President, CEO and Director

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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.

**Cautionary Note Regarding Forward-Looking Statements:**

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws, including statements regarding the Offering. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding the Offering (including the payment of finder's fees and participation of certain directors and officers and use of proceeds) and future business plans. These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, inability to obtain regulatory approvals of the Offering inability to complete the Offering on the proposed terms or all at, market volatility; the state of the financial markets for the Company's securities; and changes in the Company's business plans. In making the forward-looking statements in this news release, the Company has applied several material assumptions that the Company believes are reasonable, including without limitation, that the Offering will proceed and be completed as planned, that required regulatory approvals will be obtained and the Company will continue with its stated business objectives. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. The Company seeks safe harbor.

For more information on the Company, investors should review the Company's continuous disclosure filings that are available at [www.sedar.com](http://www.sedar.com).

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