

# Talisker Announces \$12.5 Million Bought Deal Private Placement

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TORONTO, Feb. 7, 2022 - [Talisker Resources Ltd.](#) ("Talisker" or the "Company") (TSX: TSK) (OTCQX: TSKFF) is pleased to announce that it has entered into an agreement with Sprott Capital Partners LP ("Sprott") as lead underwriter and PI Financial Corp. ("PI Financial") as co-lead underwriter on behalf of a syndicate of underwriters (collectively the "Underwriters") pursuant to which the Underwriters have agreed to purchase 28,000,000 common shares (the "Shares") and 15,493,000 charity flow-through shares (the "Charity FT Shares"), which Charity FT Shares will qualify as "flow-through shares" within the meaning of the Income Tax Act (Canada), on a bought deal private placement basis (the "Offering").

The Shares will be sold at a price of \$0.25 per Share (the "Offering Price") and the Charity FT Shares will be sold at a price of \$0.355 per Charity FT Share (the "Charity FT Offering Price"), for aggregate gross proceeds of \$12,500,015.

The Company has also granted the Underwriters an option to cover over-allotments (the "Underwriters' Option"), which would allow the Underwriters to offer up to an additional 20% of the number of offered securities, on the same terms as the Charity FT Shares being sold pursuant to the Offering. The Underwriters' Option may be exercised in whole or in part on or before the date three business days prior to the closing date of the Offering.

The gross proceeds from the sale of Charity FT Shares will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) ("Qualifying Expenditures") related to the Company's projects in Canada. All Qualifying Expenditures will be renounced by the subscribers of the Charity FT Shares effective December 31, 2022. The net proceeds from the sale of Shares will be used by the Company for working capital and general corporate purposes.

The Offering is expected to close on or about March 2, 2022, or such other date as agreed between the Company and the Underwriters, 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 Toronto Stock Exchange.

The Company has agreed to pay a cash commission of 6.0% of the gross proceeds of the Offering to the Underwriters.

This news release does not constitute an offer to sell or a solicitation of an offer to sell 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 "Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons, except in accordance with an exemption from or in a transaction not subject to the registration requirements of the Securities Act or applicable state securities laws or an exemption from such registration is available.

## About Talisker Resources Ltd.

Talisker ([taliskerresources.com](http://taliskerresources.com)) is a junior resource company involved in the exploration of gold projects in British Columbia, Canada. Talisker's projects include two advanced-stage projects, the Bralorne Gold Complex and the Ladner Gold Project, as well as several advanced-stage projects with significant exploration potential from historical high-grade producing gold mines, as well as the Spences Bridge Project where the Company holds ~85% of the emerging Spences Bridge Gold Belt and several other Greenfields projects. With its properties comprising 296,983 hectares over 346 claims, three leases and 198 crown grants, Talisker is a dominant exploration player in south-central British Columbia. The Company is well funded to advance its systematic exploration program at its projects.

## Caution Regarding Forward-Looking Information

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events and reflect current expectations, estimates and projections. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the following: the ability to complete the Offering on the terms and conditions set out in the agreement with the Underwriters; the ability to close the Offering on or before March 2, 2022; the ability to receive all necessary regulatory and other approvals including the approval of the Toronto Stock Exchange; the ability to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) ("Qualifying Expenditures") related to the Company's projects in Canada; the ability to renounce all Qualifying Expenditures by the subscribers of the Charity FT Shares effective December 31, 2022; the ability to use the net proceeds from the sale of Shares for working capital and general corporate purposes; the ability to close the Underwriters' Option if exercised; the ability to pay a cash commission of 6.0% of the gross proceeds of the Offering to the Underwriters; the ability to meet the reporting and other requirements of the TSX and OTCQX; and the ability to meet the reporting and other requirements of the TSX and OTCQX.

or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information. Such statements are based on Talisker's current belief or assumptions as to the outcome and timing of such future events. Actual future events may differ materially. In particular, this release contains forward-looking information relating to, among other things, the use of mineral deposits from the Offering and the closing date of the Offering. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to Talisker. Although such statements are based on reasonable assumptions of Talisker's management, there can be no assurance that any conclusions or forecasts will prove to be accurate.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined, risks relating to variations in grade or recovery rates, risks relating to changes in mineral prices and the worldwide demand for and supply of minerals, related to increased competition and current global financial conditions, access and supply risks, reliance on key personnel, operational risks, regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financial capitalization and liquidity risks, title and environmental risks and risks relating to the failure to receive all requisite shareowner regulatory approvals.

The forward-looking information contained in this release is made as of the date hereof, and Talisker is not obligated to revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

SOURCE [Talisker Resources Ltd.](#)

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