Happy Creek Announces a Private Placement Financing

written by Raj Shah | November 28, 2018

November 27, 2018 (Source) – Happy Creek Minerals Ltd. (TSX-V:HPY, the "Company") announces it intends to carry out a non-brokered private placement financing of up to $800,000 through the sale of up to 2,500,000 flow-through common shares at a price of $0.20 per share for gross proceeds of up to $500,000 and up to 2,000,000 common shares at a price of $0.15 per share for gross proceeds of up to $300,000 (the "Offering"). The Offering is not subject to any minimum aggregate subscription.

In addition to other prospectus exemptions commonly relied on in private placements, the Offering will be available to existing shareholders of the Company who, as of the close of business on November 27th 2018, held common shares of the Company (and who continue to hold such common shares as of the closing date), pursuant to the prospectus exemption set out in BC Instrument 45-534 – Exemption from prospectus requirement for certain trades to existing security holders and in similar instruments in other jurisdictions in Canada (the "Existing Shareholder Exemption"). The Existing Shareholder Exemption limits a shareholder to a maximum investment of CAD$15,000 in a 12-month period unless the shareholder has obtained advice regarding the suitability of the investment and, if the shareholder is resident in a jurisdiction of Canada, that advice has been obtained from a person that is registered as an investment dealer in the jurisdiction. If the Company receives subscriptions from investors relying on the Existing Shareholder Exemption exceeding the maximum Offering, the Company may adjust the subscriptions received on a pro-rata basis.

The Company will also make the Offering available to certain subscribers pursuant to BC Instrument 45-536 – Exemption from prospectus requirement for certain distributions through an investment dealer (the "Investment Dealer Exemption"). In accordance with the requirements of the Investment Dealer Exemption, the Company confirms that there is no material fact or material change about the Company that has not been generally disclosed.

In connection with the Offering, the Company will pay a cash finder's fee to certain finders equal to 7% of the gross proceeds raised and issue broker warrants to certain finders in a quantity equal to 6% of the aggregate number of common shares sold. Each broker warrant will entitle the holder to purchase one common share of the Company at a price of $0.30 per share, at any time for a period of two years following the closing of the Offering.

The private placement and finders fees are subject to TSX Venture Exchange acceptance. The common shares will be subject to resale restrictions.

It is intended that proceeds of approximately $500,000 from the private placement will be used to conduct mineral exploration work that qualifies as Flow Through Exploration Expense under the Income Tax Act (Canada), and the remaining $300,000 will be used for general working capital and additional exploration, engineering or development work contemplated by the Company. Exploration expenditures will be primarily focussed on the Company's Fox tungsten and Highland Valley copper property.

On behalf of the Board of Directors,

"David E Blann"

David E Blann, P.Eng.

President, CEO

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.