Rackla Metals Amends Terms of Previously Announced Non-Brokered Private Placement

written by Raj Shah | December 8, 2022

December 08, 2022 (Source) – Rackla Metals Inc. (TSXV:RAK) (the "**Company**") is pleased to announce that in connection with its previously announced non-brokered private placement (the "**Offering**"), the Company has increased the size of the Offering to a minimum of $2,850,000 and has amended the terms of the Offering to constitute a flow through offering. The Company will now issue a minimum of 10,000,000 flow-through Units at a price of $0.285 per Unit. Each Unit will consist of one common share and one-half warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at $0.35 for two years from the closing date of the financing. All amounts herein are expressed in Canadian dollars.

Sprott Capital Partners LP will act on behalf of the Company to arrange the flow through offering, on the basis that the Company has arranged substituted purchasers to purchase the Units at a price of $0.20 per Unit.

The private placement is subject to acceptance for filing by the TSX Venture Exchange.

The Company intends to use the net proceeds from the Offering to fund conducting exploration and drilling on the Company's Tombstone Gold Belt properties within the Selwyn Basin in the coming year, and for continuing investigations of additional mineral properties for acquisition. The gross proceeds received by the Company from the sale of the Units will be used to incur Canadian Exploration Expenses that are "flow-through mining

expenditures” (as such terms are defined in the Income Tax Act (Canada)). Such gross proceeds will be renounced to the Unit buyers with an effective date not later than December 31, 2022, in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of the Units.

*The securities to be offered pursuant to the financing have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**“) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

ON BEHALF OF THE BOARD

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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) accept responsibility for the adequacy or accuracy of this press release.

Forward-Looking Information

Certain statements contained in this news release constitute forward-looking statements within the meaning of Canadian securities legislation. All statements included herein, other than statements of historical fact, are forward-looking statements and include, without limitation, statements about the Company's proposed financing, and future exploration activities. Often, but not always, these forward looking statements can be identified by the use of words such as "estimate", "estimates", "estimated", "potential", "open", "future", "assumed", "projected", "used", "detailed", "has been", "gain", "upgraded", "offset", "limited", "contained", "reflecting", "containing", "remaining", "to be", "periodically", or statements that events, "could" or "should" occur or be achieved and similar expressions, including negative variations.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by forward-looking statements. Such uncertainties and factors include, among others, whether stock exchange approval to the financing will be obtained and the financing will be completed as planned; changes in general economic conditions and financial markets; the Company or any joint venture partner not having the financial ability to meet its exploration and development goals; risks associated with the results of exploration and development activities, estimation of mineral resources and the geology, grade and continuity of mineral deposits; unanticipated costs and expenses; and such other risks detailed from time to time in the Company's quarterly and annual filings with securities regulators and available under the Company's profile on SEDAR at www.sedar.com. Although the Company has attempted to identify

important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Forward-looking statements contained herein are based on the assumptions, beliefs, expectations and opinions of management, including but not limited to: that stock exchange approval to the financing will be obtained and that the financing will be completed as planned; that the Company's stated goals and planned exploration activities at its properties will be achieved; that there will be no material adverse change affecting the Company or its properties; and such other assumptions as set out herein. Forward-looking statements are made as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place undue reliance on forward-looking statements.

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