



Talisker Closes \$2 Million Private Placement

/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES/

TORONTO, Nov. 10, 2021 /CNW/ - Talisker Resources Ltd. ("**Talisker**" or the "**Company**") (TSX: TSK) (OTCQX: TSKFF) announces that it has closed its previously announced non-brokered private placement to raise total gross proceeds of \$1,976,000 (the "**Offering**"). The Offering consisted of 5,200,000 common shares of the Company which qualify as "flow through shares" within the meaning of the *Income Tax Act* (Canada) (the "**FT Shares**") at a price of \$0.38 per FT Share.

Immediately following the completion of the Offering, New Gold Inc. ("**New Gold**") acquired 5,200,000 common shares, increasing their ownership in the Company to 42,566,932 common shares, representing approximately 14.9% of Talisker's outstanding common shares. This acquisition was made by New Gold to maintain its ownership percentage in the Company pursuant to the investor rights agreement entered into between the Company and New Gold at the time of New Gold's initial strategic investment in April 2021, as further described in the Company's press releases of March 25, 2021 and October 27, 2021.

Terry Harbort, President and CEO stated, "We welcome New Gold's continued support and investment in Talisker as we work to develop our strong project pipeline with Bralorne, Ladner, Golden Hornet and the new Nova project."

The gross proceeds from the sale of 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) (the "**Qualifying Expenditures**") related to the Company's projects in British Columbia, including the Bralorne Gold Complex. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Shares effective December 31, 2021.

Each of the FT Shares issued under the Offering is subject to a hold period of four months and a day from the date hereof in accordance with the rules and policies of the Toronto Stock Exchange and applicable Canadian securities laws.

The Offering and subsequent acquisition by New Gold (the "**Transaction**") is considered to be a "related party transaction" pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") since New Gold holds more than 10% of the Company's common shares. The Company is exempt from the requirement to obtain a formal valuation or minority shareholder approval in connection with the Transaction in reliance on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 because the fair market value of the Transaction did not exceed 25% of the Company's market capitalization as determined in accordance with MI 61-101.

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 "**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 Talisker Resources Ltd.

Talisker (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, both advanced stage projects with significant exploration potential from historical high-grade producing gold mines, as well as its Spences Bridge Project where the Company holds ~85% of the emerging Spences Bridge Gold Belt and several other early-stage Greenfields projects. With its properties comprising 296,983 hectares over 346 claims, three leases and 198 crown grant claims, Talisker is a dominant exploration player in the south-central British Columbia. The Company is well funded to advance its aggressive 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 or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on Talisker's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this news release contains forward-looking information relating to, amongst other things, the use of proceeds. 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.

While Talisker considers these statements to be reasonable based on information currently available, they may prove to be incorrect. 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 market risks and the demand for securities of the Company, 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, risks related to increased competition and current global financial conditions and the COVID-19 pandemic, access and supply risks, reliance on key personnel, operational risks, and regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks.

The forward-looking information contained in this news release is made as of the date hereof, and Talisker is not obligated to update or 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

 View original content to download multimedia:

<http://www.newswire.ca/en/releases/archive/November2021/10/c4549.html>

%SEDAR: 00005798E

For further information: Terry Harbort, President and CEO, Terry.harbort@taliskerresources.com, +1 416 361 2808

CO: Talisker Resources Ltd

CNW 13:38e 10-NOV-21