



## Ridgeline Minerals Closes Oversubscribed \$3.75 Million Private Placement

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**Vancouver, Canada, May 3, 2021** – Ridgeline Minerals Corp. (“**Ridgeline**” or the “**Company**”) (TSX-V: RDG | OTCQB: RDGMF | FRA: OGC0) is pleased to announce the closing of a non-brokered private placement (“**Private Placement**”) consisting of 7,500,000 units (“**Unit**”) at a price of \$0.50 per Unit which raised gross proceeds of C\$3,750,000.

Chad Peters, Ridgeline Minerals CEO, comments, “*We are delighted with the strong show of support from core shareholders in our oversubscribed Private Placement. The Company is now well positioned to continue adding value at the drill bit with 6,500 meters budgeted at the Selena and Carlin-East projects in the first half of 2021.*”

Each Unit consists of one common share of the Company a (“**Share**”) and one-half of one non-transferable common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant can be exercisable to acquire one Share at a price of \$0.75 until April 30, 2023 provided that, commencing on the date that is four months and one day after the closing date on August 31, 2021, the closing price of the Shares on the TSX Venture Exchange (the “**Exchange**”) is at a price equal to or greater than \$1.50 for a period of ten consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by giving written notice to the holders of the Warrants that the Warrants will expire on the date that is not less than thirty (30) days from the date notice is provided. All securities issued under the Private Placement will be subject to a hold period of four months and a day under applicable securities laws, which hold period will expire on August 31, 2021.

The Company paid an aggregate cash finder’s fee of \$142,650. The net proceeds of \$3,607,350 from the Private Placement will be used to advance Ridgeline’s exploration program across its portfolio of four highly prospective gold-silver projects in the Carlin and Battle Mountain – Eureka Trends in Nevada, as well as for general corporate and working capital purposes.

An insider of the Company participated in the Private Placement for an aggregate amount of approximately \$5,000. Such participation is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). In completing such transaction, Ridgeline relied on the applicable exemptions from the valuation requirement and minority security holder approval requirements available under Sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that the participation in the Private Placement by the insider did not exceed 25% of the Company’s market capitalization.

### **About Ridgeline Minerals Corp.**

Ridgeline is a discovery focused gold explorer with a proven management team and a 125 km<sup>2</sup> exploration portfolio across four projects in the highly prospective Carlin and Battle Mountain – Eureka Trends in Nevada, USA. More information about Ridgeline can be found at [www.RidgelineMinerals.com](http://www.RidgelineMinerals.com).

### **On behalf of the Board**

*“Chad Peters”*

President & CEO

### **Further Information:**

Chad Peters, P.Geo.

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This news release does not constitute an offer to sell or solicitation of an offer to sell any 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.

### **Cautionary Note regarding Forward Looking Statements**

Statements contained in this press release that are not historical facts are “forward-looking information” or “forward-looking statements” (collectively, “Forward-Looking Information”). Forward-Looking Information includes, but is not limited to, the anticipated timing for completion of the Private Placement, the potential payment of finders’ fees and the intended use of proceeds. The words “potential,” “anticipate,” “significant,” “discovery,” “forecast,” “believe,” “estimate,” “expect,” “may,” “will,” “project,” “plan,” “historical,” “historic” and similar expressions are intended to be among the statements that identify Forward-Looking Information. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results to be materially different from any future results expressed or implied by the Forward-Looking Information. In preparing the Forward-Looking Information in this news release, Ridgeline has applied several material assumptions, including, but not limited to, assumptions that the current objectives concerning its mineral projects can be achieved and that its other corporate activities will proceed as expected; that general business and economic conditions will not change in a materially adverse manner; and that all conditions precedent to completion of the Private Placement, including receipt of all requisite approvals, will be obtained in a timely manner. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Ridgeline to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to dependence on key personnel; risks related to unforeseen delays; risks related to availability of capital and financing, general economic, market and business conditions; uninsured risks; regulatory changes; as well as those factors discussed in Ridgeline’s public disclosure record. Although Ridgeline has attempted to identify important factors that could affect Ridgeline and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information 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 Information. Except as required by law, Ridgeline does not assume any obligation to release publicly any revisions to Forward-Looking Information contained in this news release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.