

# Level 14 Ventures Ltd. Announces Non-Brokered Private Placement

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Vancouver, Dec. 1, 2023 - [Level 14 Ventures Ltd.](#) (CSE: LVL) ("Level 14" or the "Company") announces that it intends to complete a non-brokered private placement pursuant to the Listed Issuer Financing Exemption ("LIFE") of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106") to raise gross proceeds of up to C\$5,000,000 from the sale of up to 33,333,333 units (each, a "Unit") at a price of C\$0.15 per Unit (the "Private Placement"). Each Unit will consist of one common share in the capital of the Company (each a "Common Share") and one Common Share purchase warrant (each a "Warrant"). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of C\$0.30 for a period of five years following the issuance of the Units. The Company will use the gross proceeds of the Private Placement for furthering the exploration work on the Company's Colpayoc project in Peru and working capital.

Subject to compliance with applicable regulatory requirements, the Private Placement is being made to purchasers' resident in Canada, except Quebec, pursuant to the LIFE under Part 5A of NI 45-106. The securities issued under the Private Placement will not be subject to a hold period in accordance with applicable Canadian securities laws.

There is an offering document related to this offering that can be accessed under the Company's profile at [www.sedarplus.com](http://www.sedarplus.com) and at [www.level14ventures.com](http://www.level14ventures.com). Prospective investors should read this offering document before making an investment decision.

Certain directors and officers of the Company will participate in the Private Placement. As a result, the Private Placement is expected to be a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Private Placement will be exempt from the formal valuation requirements of MI 61-101 pursuant to subsection 5.5(b) of MI-61-101 because the Common Shares are listed only on the Canadian Securities Exchange (the "CSE") and is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to subsection 5.7(1)(a) of MI 61-101 because neither the fair market value of the Units to be issued to related parties nor the consideration to be paid by related parties pursuant to the Private Placement is expected to exceed 25% of the Company's market capitalization as determined in accordance with MI 61-101.

Closing of the Private Placement is subject to the Company obtaining all necessary corporate and regulatory approvals, including approval of the CSE. The Company may pay finders' fees in connection with the Private Placement and in accordance with the policies of the CSE.

The securities described herein 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 accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release is not an offer or a solicitation of an offer of securities for sale in the United States, nor will there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Level 14 Ventures Ltd.

Level 14 is an exploration-stage mining company with a focus on copper and gold, with an option to acquire 100% of the Colpayoc Property in Peru. Colpayoc has significant, untested potential for a Cu-Au porphyry at depth beneath drill holes bottoming in copper-gold sulfide mineralization. Colpayoc is largely untested with limited drilling and is similar to many of the world class porphyry copper-gold deposits within this prolific belt. Level 14 continues to evaluate opportunities in the mineral sector on an ongoing basis.

For more information about Level 14, please visit our website at [www.level14ventures.com](http://www.level14ventures.com) or email us at

info@level14ventures.com.

Marcel de Groot, President & Director

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.

#### Forward-Looking Statements

Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as, "forward-looking statements". Forward-looking statements may be identified by words including "anticipates", "believes", "intends", "estimates", "expects" and similar expressions, and are based on the Company's current beliefs or assumptions as to the outcome and timing of such future events. The Company cautions readers that forward-looking statements, including without limitation those relating to closing the Private Placement, the potential of the Company's Colpayoc Property and the Company's future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.

Although forward-looking information is based on the reasonable assumptions of the Company's management, there can be no &lrmm;assurance that any forward-looking information will prove to be accurate. Forward-looking information involves known and &lrmm;unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially &lrmm;different from any future results, performance or achievements expressed or implied by the forward-looking information. Such &lrmm;factors include, the risk that the Company may not be able to locate attractive deposits at Colpayoc, or at all; changes in laws, regulations and government practices; that a material adverse change may occur to the &lrmm;business of the Company; and such other risks as are identified the Company's public disclosure &lrmm;documents filed on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com). The forward-looking information contained in this release is made as of the date &lrmm;hereof, and the Company is not obligated to update or revise any forward-looking information, whether as a result of new &lrmm;information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and &lrmm;assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing &lrmm;statements expressly qualify any forward-looking information contained herein.&lrmm;

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