

## 49 North 2008-II Resource Fund Inc.

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### 49 North 2008-II Resource F-T LP Completes Private Placement

#### FNR Enters Into Material Agreement and Amends Prior Material Agreement

SASKATOON, SASKATCHEWAN--(Marketwire - Dec. 23, 2008) - 49 North Resource Fund Inc. (TSX:FNR) announces that the most recent 49 North flow-through fund - 49 North 2008-II Resource Flow-Through Limited Partnership (the 2008-2 Fund), completed a private placement offering on December 18, 2008, raising gross proceeds of \$2,021,100 on the sale of 202,110 flow-through limited partnership units (Units). The offering was carried out in the four western provinces pursuant to an offering memorandum dated September 12, 2008, as amended November 25, 2008, and under the "offering memorandum exemption" in part 2.9 of National Instrument 45-106. It also included investment by a small number of Ontario "accredited investors".

Union Securities Ltd. acted as exclusive Agent on the offering, but Units were also placed by nine other dealers in a selling group formed by Union.

Management anticipates that the proceeds of the offering will be invested prior to December 31, 2008 in a small portfolio of flow-through shares issued by private resource issuers. For income tax purposes, subject to certain limitations as more particularly described in the offering memorandum, investors will be able to claim deductions from income with respect to Canadian Exploration Expenses incurred and renounced to the Fund by these resource issuers and may also be able to claim non-refundable federal and Saskatchewan provincial income tax credits in respect of investments in so-called "super flow-through" shares.

In connection with the offering, the 2008-2 Fund entered into a framework agreement with FNR, pursuant to which it is anticipated that substantially all of the assets of the 2008-2 Fund will be transferred to FNR in exchange for common shares pursuant to a "proposed roll-over transaction" that is expected to be implemented on or about February 2, 2009. For these purposes, it is anticipated that the Fund will be valued at its net asset value as of December 31, 2008, and the common shares of FNR valued based on their market price, subject to certain adjustments as specified in the framework agreement. At the same time, the transfer agreement made February 12, 2008 between FNR and 49 North 2008 Resource Flow-Through Limited Partnership (the 2008-1 Fund) was amended and restated to provide that the 2008-1 Fund's similar, proposed roll-over transaction, will close concurrently with

the 2008-2 Fund's proposed roll-over transaction and to change the valuation methodology on that transaction to one similar to that applicable under the framework agreement with the 2008-2 Fund. Both proposed roll-over transactions are subject to applicable regulatory approvals, including acceptance by the TSX Venture Exchange.

This release is provided for information purposes only. It is not an offer to sell nor a solicitation of offers to buy securities of any issuer.

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

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