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BADGER CAPITAL CORP.
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BADGER CAPITAL CORP. ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, BC – February 9, 2023 – **Badger Capital Corp.** ("**Badger**" or the "**Company**") (TSX-V: YVR) announces a non-brokered private placement (the "**Financing**") of up to 2,400,000 common shares (each, a "**Share**") at a price of $0.05 per Share, for gross proceeds of up to $120,000.

The Company, which is a TSX Venture Exchange capital pool company, intends to use the proceeds from the Financing to fund its search for an eligible Qualifying Transaction, as well as for general working capital.

Completion of the Financing is subject to acceptance by the TSX Venture Exchange. All of the Shares issued in the Financing will be subject to a statutory hold period expiring four months and one day after closing.

None of the securities issued in the Offering will be registered under the *United States Securities Act of 1933*, as amended (the "**1933 Act**"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

ON BEHALF OF THE BOARD

"Neil Currie"
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President, Chief Executive Officer, Chief Financial
Officer, Corporate Secretary, Director and Promoter

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