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**PROJECT FINANCE CORP.**  
2633 Carnation Street  
North Vancouver, BC V7H 1H6

**NEWS RELEASE**  
TSX Venture Exchange  
Trading Symbol: PF.P

**PROJECT FINANCE CORP.  
Announces Engagement of Raymond James for Financing**

**May 27, 2010 – North Vancouver, British Columbia – Project Finance Corp.** (the “Company”) is pleased to announce that it has engaged Raymond James Ltd. (“Raymond James” or the “Agent”) to act as agent on a commercially reasonable efforts basis for a financing (the “Financing”) to close concurrently with the Company’s previously announced qualifying transaction with Cascade Creek, LLC (“Cascade”).

The Financing will consist of a minimum of 7,500,000 units (the "Units") of the Company and a maximum of up to 9,375,000 Units at a price of \$0.16 per Unit. Each Unit is comprised of one common share in the capital of the Company (“Common Share”) and one Common Share purchase warrant (“Warrant”). Each Warrant entitles the holder, on exercise, to acquire one Common Share (“Warrant Share”) at an exercise price of \$0.32 per Warrant Share for a period of 5 years following the closing of the Financing. In consideration for acting as agent in connection with the Financing, Raymond James will be entitled to receive a cash commission equal to 8% of the gross proceeds of the sale of Units by the Agent. The Agent will also be granted warrants (the "Agent's Warrants") exercisable to acquire that number of Shares (the "Agent's Shares") that is equal to 8% of the number of Units sold under the Offering by the Agent at a price of \$0.16 per Agent’s Share for a period of two years from the closing of the Financing. In addition, the Company will pay the Agent a non-refundable corporate finance fee of \$18,000 plus applicable taxes, of which \$9,000 plus applicable taxes has been paid to the Agent as a non-refundable deposit and of which the balance will be payable on the completion of the Financing.

Completion of the Financing will provide the Company with an exemption from sponsorship of the Company’s Qualifying Transaction in accordance with the policies of the TSX Venture Exchange (the “Exchange”).

**ABOUT THE COMPANY**

The Company is a capital pool company (“CPC”) within the meaning of the policies of Exchange. The Company commenced operations when it completed its initial public offering; however, it presently has no assets other than cash. Trading of the common shares of the Company on the Exchange is currently halted and it is anticipated that trading will remain halted until completion of the proposed Qualifying Transaction with Cascade.

For further information, please contact Cliff Grandison, President, at:

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*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable pursuant to the Exchange requirements, a majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release does not constitute an offer or a solicitation of an offer to sell any securities in the United States. Securities of the Company 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. Person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

*Caution Regarding Forward-Looking Statements - This news release contains certain forward-looking statements, including statements regarding the business and anticipated financial performance of the Company. These statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, oral or written, made by itself or on its behalf.*