

Attention Business Editors:

Woodruff Capital Management Announces Private Placement Financing

TORONTO, Dec. 19 /CNW/ - Woodruff Capital Management Inc. (the "Company") (WOO, TSX-V) is pleased to announce that it expects to raise up to \$2.0 million by way of a non-brokered private placement of Flow-Through Units, subject to regulatory approval. The Flow Through Units will be priced at \$0.65. Each Unit will consist of one Flow Through Common Share and one half of one Common Share Purchase Warrant. Each whole Common Share Purchase Warrant will entitle the holder to purchase one additional Common Share at a price of \$0.85 over the first year following the closing of the private placement, and \$1.15 over the second year following the closing of the private placement. Although the placement is proposed to be non-brokered, the Company will protect offers received from registered investment dealers when accepted by the Company and in such case the Company will pay a cash commission of 5% of the purchase price of such common shares and will issue one year broker share purchase warrants equal to 5% of the purchase price of the Flow Through Units placed by the dealer. The Common Shares and Common Share Purchase Warrants will have a hold period of four months from closing. The Company is expecting two separate closing dates. The first Closing is expected to occur on or about December 21, 2005, and the second closing is expected to occur on or about December 28, 2005.

The proceeds of the Offering will be used to fund the Company's 2006 exploration program.

The Company focuses on base metal exploration in accessible areas of Quebec, Ontario, and Newfoundland.

On Behalf of the Board of Directors

Mark Goodman

Chairman of the Board

Telephone: 416-924-9893

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

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/For further information: Mark Goodman, Chairman of the Board,
Telephone: (416) 924-9893/
(WOO.)

CO: Woodruff Capital Management Inc.

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