

Prosper Gold Corp. Closes First Tranche of Private Placement

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VANCOUVER, Nov. 22, 2023 - [Prosper Gold Corp.](#) ("Prosper Gold" or the "Company") (TSXV:PGX) announces that it has closed the first tranche (the "First Tranche") of a non-brokered private placement of (i) units (each, a "Unit") and (ii) common shares of the Company that qualify as "flow through shares" for purposes of the *Income Tax Act* (Canada) (the "Financing").

The First Tranche consisted of (i) 2,520,000 Units at a price of \$0.10 per Unit and (ii) 3,400,000 FT Shares at a price of \$0.15 per FT Share, for gross proceeds to the Company of \$762,000. Each Unit consists of one common share of the Company (each, a "Common Share") and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.20 (the "Warrant Exercise Price") for a period of 36 months following the closing date.

The Company paid an aggregate of \$12,100 in cash and issued an aggregate of 84,750 common share purchase warrants (each, a "Broker Warrant") to finders in connection with the closing of the First Tranche. Each Broker Warrant is non-transferable and exercisable for one Common Share for a period of 36 months following closing at the Exercise Price.

The Company expects to close the second tranche of the Financing? during the week of November 27, 2023, for aggregate gross proceeds under the Financing of up to \$1,000,000.

Prosper Gold expects to use the net proceeds from the Financing to fund exploration activities at the Company's Golden Sidewalk Project and for working capital and general corporate purposes.

The Financing involves related parties (as such term is defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101")) and therefore constitutes a related party transaction under MI 61-101. This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(a) of MI 61-101, as the fair market value of the securities to be distributed and the consideration to be received for the securities under the Financing does not exceed 25% of the Company's market capitalization.

All securities issued pursuant to the Financing will be subject to a four month and one day hold period in accordance with applicable securities laws. The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and were not permitted to be offered or sold within the United States absent registration or an applicable exemption from the registration requirements of such Act.

For a detailed overview of Prosper Gold please visit www.ProsperGoldCorp.com

ON BEHALF OF THE BOARD OF DIRECTORS

Per: "*Peter Bernier*"
Peter Bernier
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Unless otherwise specified, all dollar amounts used herein refer to the law currency of Canada.

Certain information in this news release constitutes forward-looking statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "intend" and similar expressions. Forward-looking statements in this news release include, but are not limited to, statements with respect to the use of proceeds from the Financing, the timing of the close of the second tranche and the exercise of the Warrants and Broker Warrants. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, the Company's ability to implement its business strategies; risks associated with mineral exploration and production; risks associated with general economic conditions; adverse industry events; marketing and transportation costs; loss of markets; volatility of commodity prices; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; competition; currency and interest rate fluctuations; and other risks. Readers are cautioned that the foregoing list is not exhaustive.

Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this news release represent the expectations of the Company as of the date of this news release, and, accordingly, are subject to change after such date. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

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

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