

**PRESS RELEASE FOR EARLY WARNING REPORT  
REGARDING PROSPER GOLD CORP.**

VANCOUVER, BRITISH COLUMBIA, November 23, 2023 – Peter Bernier, President and Chief Executive Officer of Prosper Gold Corp. (“**Prosper**” or the “**Company**”) (TSXV:PGX) announced that on November 22, 2023, Mr. Bernier (the “**Acquiror**”) purchased, through his wholly owned company Carnivore Capital Corp. (“**Carnivore**”), 1,000,000 units (“**Units**”) at a price of \$0.10 per unit for an aggregate purchase price of \$100,000 (the “**Acquisition**”). Each Unit consists of one common share in the capital of the Company (“**Common Shares**”) and one common share purchase warrant (“**Warrants**”). The Units were acquired by Carnivore through the first tranche of a private placement.

Prior to the Acquisition, the Acquiror owned or controlled an aggregate of 3,696,000 Common Shares, 562,500 stock options (“**Options**”), 250,000 Warrants and 450,000 restricted share units (“**RSUs**” and together with Options and Warrants, “**Convertible Securities**”), with each Convertible Security entitling the holder to purchase one Common Share per Convertible Security, subject to its terms. The 3,696,000 Common Shares owned or controlled by the Acquiror prior to the Acquisition represented 11.47% of the total number of issued and outstanding Common Shares. If all of the Convertible Securities held by the Acquiror were exercised prior to the Acquisition, the Acquiror would own or control an aggregate of 4,958,500 Common Shares, representing approximately 14.81% of the issued and outstanding Common Shares on a partially diluted basis.

Immediately following the Acquisition, the Acquiror owned or controlled an aggregate of (i) 4,696,000 Common Shares representing approximately 12.32% of the Company’s issued and outstanding Common Shares; (ii) 1,250,000 Warrants; (iii) 562,500 Options and (iv) 450,000 RSUs. If all of the Convertible Securities held by the Acquiror were exercised immediately following the Acquisition, the Acquiror would own or control an aggregate of 6,958,500 Common Shares, representing approximately 17.25% of the issued and outstanding Common Shares on a partially diluted basis.

The Units were acquired for investment purposes. Depending on market conditions, the Acquiror may, from time to time, acquire additional securities, exercise convertible securities, dispose of some or all of the existing or additional securities or may continue to hold the securities of the Company.

This press release is being issued pursuant to the requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* of the Canadian Securities Administrators.

The Company’s head office is located at 2710-200 Granville Street, Vancouver, British Columbia, V6C 1S3. For further information and to obtain a copy of the early warning report that will be filed under applicable Canadian securities laws in connection with the transactions hereunder, please contact James Hedalen at james@prospergoldcorp.com or see Prosper’s profile on the SEDAR+ website [www.sedarplus.ca](http://www.sedarplus.ca). For further information regarding the Acquiror, please contact:

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