



GSP RESOURCE CORP. CLOSES PRIVATE PLACEMENT

News Release - Vancouver, British Columbia – December 28, 2022: GSP Resource Corp. (TSX-V: GSPR) (the “**Company**” or “**GSP**”) is pleased to announce it has closed a previously announced non-brokered private placement financing (the “**Private Placement**”) of 1,512,500 units (each, a “**Unit**”) at a price of \$0.08 per Unit for aggregate gross proceeds of \$121,000. Each Unit consists of one ‘flow-through’ (within the meaning of the *Income Tax Act (Canada)*) common share (each a “**FT Share**”) and one transferable common share purchase warrant (“**Warrants**”). Each Warrant entitles the holder to purchase one common share of the Company at a price of \$0.15 per share for a period of one (1) year following the date of issuance.

The Company intends to use the proceeds from the sale of the FT Shares towards exploration and development work on the Alwin Mine Copper Project.

All securities issued under the Private Placement are subject to a four month hold period in accordance with applicable securities laws. No Finder’s fees were paid in connection with the Private Placement.

Three insiders of the Company subscribed for a total of 950,000 Units for total gross proceeds of \$68,000 under the Private Placement. Participation by the insiders constitutes a related party transaction as defined under Multilateral Instrument 61-101 (“**MI 61-101**”). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Private Placement by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

About GSP Resource Corp.: GSP Resource Corp. is a mineral exploration & development company focused on projects located in Southwestern British Columbia. The Company has an option to acquire a 100% interest and title to the Alwin Mine Copper-Gold-Silver Property in the Kamloops Mining Division. GSP also owns 100% of the Olivine Mountain Property in the Similkameen Mining Division of which it has granted an option to earn a 60% interest to a third party.

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Forward-Looking Information

This news release contains “forward-looking information or statements” within the meaning of applicable securities laws, which may include, without limitation, the intended use of proceeds of the Private Placement, completing additional work on the Alwin Project, other statements relating to the technical, financial and business prospects of the Company, its projects and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, the ability to achieve its goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms. Such forward-looking information reflects the Company’s views with respect to future events and is subject to risks, uncertainties and assumptions, including those filed under the Company’s profile on SEDAR at www.sedar.com. Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, adverse weather and climate conditions, decrease in the price of copper and other metals, failure to maintain all necessary government permits, approvals and authorizations, failure to maintain community acceptance (including First Nations), increase in costs, litigation, and failure of counterparties to perform their contractual obligations. The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law.