

QUESNEL, BRITISH COLUMBIA--(Marketwired - June 13, 2016) - [Prosper Gold Corp.](#) ("Prosper Gold" or the "Company") (TSX VENTURE:PGX) announces a non-brokered private placement financing of up to \$2,000,000 (the "Private Placement"), through the issuance of up to 2,000,000 units of the Company (the "Units") at a price of \$0.25 per Unit and up to 5,000,000 flow-through units (the "Flow-Through Units") at an issue price of \$0.30 per Flow-Through Unit.

Each Unit will consist of one common share and one transferable common share purchase warrant (a "Warrant") with each Warrant exercisable by the holder into one common share of the Company at a price of \$0.35 per share for a period of 36 months from the closing date. In the event that Prosper Gold's common shares trade at a closing price on the TSX Venture Exchange (the "TSX-V") of greater than \$0.60 per common share for a period of 20 consecutive trading days at any time after the closing date of the Private Placement, Prosper may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by Prosper Gold (the "Acceleration Trigger").

Each Flow-Through Unit will consist of one common share of the Company that qualifies as a "flow-through share" for the purposes of the *Income Tax Act* (Canada) (a "FT Share") and one-half of one non-transferable non-flow through common share purchase warrant (each whole warrant, a "NFT Warrant"). Each NFT Warrant will entitle the holder thereof to purchase one additional common share of the Company (a "NFT Warrant Share") at an exercise price of \$0.45 per NFT Warrant Share for a period of 36 months from the Closing Date. The NFT Warrant terms will contain the same Acceleration Trigger provision as described above.

The Private Placement will be non-brokered; however, the Company may pay finder's fees in accordance in the rules and policies of the TSX-V. The financing is subject to the approval of the TSX-V.

All securities issued pursuant to this Private Placement will be subject to a four month and one day hold period in accordance with applicable securities laws. The closing date for the Private Placement is expected to occur in June 2016 or such other date as the Company may determine. The net proceeds from the non-flow-through portion of the Private Placement will be used to fund exploration activities for 2016 and for working capital and general corporate purposes. The gross proceeds from the flow-through portion of the Private Placement will be used to fund exploration activities for 2016.

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

ON BEHALF OF THE BOARD OF DIRECTORS

Peter Bernier, President & CEO

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 Private Placement and the anticipated closing date of the Private Placement. 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 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.

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