

# Prosper Gold Corp. Closes Private Placement

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VANCOUVER, Nov. 29, 2018 - [Prosper Gold Corp.](#) ("Prosper Gold" or the "Company") (TSXV:PGX) announces that it has completed a non-brokered private placement in the amount of \$250,000 (the "Private Placement"), through the issuance of 2,500,000 units of the Company (the "Units") at a price of \$0.10 per Unit to Stichting Depository Plethora Precious Metals Fund ("Plethora").

Each Unit issued under the Private Placement consists of one common share ("Common Share") and one common share purchase warrant (a "Warrant") with each Warrant being exercisable to acquire one Common Share for a period of 24 months at an exercise price equal to \$0.15 per Common Shares.

Pursuant to the Private Placement, Plethora subscribed for 2,500,000 Units, representing approximately 4.57% of the Company's issued and outstanding Common Shares. Upon the completion of the Private Placement, Plethora owns or controls an aggregate of 5,600,000 Common Shares on an undiluted basis and 10,470,000 on a diluted basis, representing approximately 9.8% and 12.9% of the Company's issued and outstanding Common Shares on an undiluted and diluted basis, respectively.

Prosper Gold expects to use the net proceeds from the Private Placement to fund exploration activities in Ontario and for working capital and general corporate purposes.

All securities issued pursuant to the Private Placement 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.

ON BEHALF OF THE BOARD OF DIRECTORS

Per: "Peter Bernier";  
Peter Bernier  
President & CEO

For further information, please contact:

Peter Bernier  
President & CEO  
[Prosper Gold Corp.](#)  
Cell: (250) 316-6644  
Email: [Pete@ProsperGoldCorp.com](mailto:Pete@ProsperGoldCorp.com)

*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. 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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