

Gold Digger Resources Inc. Announces Update Regarding Agreement to Acquire Premium Uranium Corporation

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Vancouver, June 13, 2024 - [Gold Digger Resources Inc.](#) (CSE: GDIG) ("Gold Digger" or the "Company") announces that, further to its news release dated March 6, 2024, it has entered into an amending agreement (the "Amending Agreement") to the share purchase agreement dated March 6, 2024 (the "SPA") with Premium Uranium Corporation ("PURC"), each of the shareholders of PURC (the "Vendors"), and UA92 (Pty) Ltd. ("UA92"), a wholly-owned subsidiary of PURC. The Amending Agreement extends the deadline by which the parties to the SPA must close the Acquisition (as defined below) to July 31, 2024.

Transaction Terms

Pursuant to the SPA, the Company will acquire all of the issued and outstanding shares of PURC (the "Purchased Shares") and upon completion, PURC and UA92 will become wholly-owned subsidiaries of the Company (the "Acquisition"). UA92 is the holder of a mineral property comprised of several prospecting licenses in the Republic of Botswana (the "UA92 Project"). The Acquisition is an arm's length transaction. PURC exists under the laws of Canada and UA92 exists under the laws of the Republic of Botswana.

In consideration for the Purchased Shares, the Company will issue an aggregate of 13,300,000 common shares of the Company to the Vendors (the "Consideration Shares") at a deemed issue price of \$0.40 per Consideration Share. The Consideration Shares will be subject to contractual resale restrictions in accordance with which one-sixth of the Consideration Shares will be released from lock-up every six months over a thirty-six month period.

Additionally, in connection with the closing of the Acquisition (the "Closing"), each of the Vendors will enter into voting support agreements in accordance with which the Vendors will agree to approve the appointment of all directors nominated by management of the Company at any shareholders meeting held within 12 months of Closing. Further, upon Closing PURC will have the right to appoint one director to represent 20% of the directors of the Company for a period of 12 months from Closing.

About the UA92 Project

The UA92 Project is a uranium project consisting of seven prospecting licenses totaling approximately 4,828 km² located in central Botswana. The UA92 Project is accessible through the towns of Orapa and Francistown and can be operated year-round without seasonal influence.

Geologically, the targeted uranium mineralization at the UA92 Project is hosted within shallow, flat to shallow dipping sedimentary rocks of the Karoo Super Group. These Permian to Jurassic aged sediments were deposited in a shallow, broad, westerly dipping basin, generated during rifting of the African continent.

Mineralization typically occurs as stratabound and disseminated pitchblende and coffinite in permeable sandstone as a result of oxidized fluids intersecting reduced basin lithologies. Deposit styles can be subdivided into roll front, tabular, basal channel and tectonic-lithological type. Uranium can be recovered using conventional hydrometallurgical techniques through either acid or alkaline leaching.

Listing Statement and Shareholder Approval

The Canadian Securities Exchange (the "CSE") considers the Acquisition to be a "Fundamental Change"

under Policy 8. In addition to customary closing conditions as set out in the SPA, including, without limitation, obtaining the applicable third party, corporate and regulatory approvals, as well as the satisfactory completion of due diligence by the Company, completion of the Acquisition is subject to the following:

- the Company filing a CSE Form 2A Listing Statement providing comprehensive disclosure in respect of the Company on a post-Acquisition basis;
- approval of the CSE; and
- approval of the shareholders of the Company. The Company intends to obtain such approval by way of written consent of a majority of the shareholders of the Company.

Officers and Directors

Upon completion of the Acquisition, it is anticipated that the board of directors of the Company will consist of the existing directors of the Company and one nominee of PURC, who will initially be Arnold Brand. Management of the Company is anticipated to otherwise remain unchanged.

Mr. Brand is a Namibian entrepreneur with 14 years of experience working on major construction and mining projects throughout Africa. Mr. Brand is an experienced commodity trader/broker with over a billion dollars in trades. Mr. Brand has been involved in numerous public transactions and company financings worth more than 200 million dollars. He has negotiated uranium off-take agreements on behalf of Soupamine with utilities providers around the world. Mr. Brand has generated over 500 million dollars for shareholders in taking private companies public & has held various important roles in several companies over his career, including CEO, COO, Director, and Project Manager.

A subsequent news release will be disseminated upon completion of the Acquisition.

About Gold Digger Resources Inc.

[Gold Digger Resources Inc.](#) is an early-stage mineral resource exploration company. The Company's material property is currently the Regnault Project, consisting of 71 contiguous mineral claims covering an area of approximately 3,678 Ha located north-northeast of Chibougamau in the Province of Québec.

Technical Information

Technical information contained in this news release has been reviewed by Rory Kutluoglu P.Geo., a "Qualified Person" as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

CONTACT INFORMATION

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Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This news release contains forward‐looking statements and forward‐looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward‐looking statements or information. More particularly and without limitation, this news release contains forward‐looking statements and information relating to the closing of the Acquisition, the conditions to completing the Acquisition, timing and receipt of the applicable regulatory, corporate, third party and shareholder approvals, the composition of

management and the board upon completion of the Acquisition, the fact that a subsequent news release will be disseminated on closing, and other matters. The forward‐looking statements and information are based on certain key expectations and assumptions made by management of the Company. As a result, there can be no assurance that the proposed Acquisition or related matters will be completed as proposed or at all. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward‐looking statements and information since no assurance can be given that they will prove to be correct. Such forward-looking statements are based on a number of assumptions of management, including, without limitation, that the parties will be able to obtain the requisite regulatory, board, shareholder and third party approvals and satisfy the other conditions to the consummation of the Acquisition on the proposed schedule and terms and conditions set out in the SPA; that the SPA will not be terminated prior to the closing the Acquisition; that the Acquisition will be completed in accordance with the terms and conditions of the SPA and within the timeframe expected; and that no unanticipated events will occur that will delay or prevent the completion of the Acquisition.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward‐looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company's ability to complete the Acquisition as currently proposed or at all, the ability of the Company to complete its planned future activities and anticipated business plans, the ability of the Company to obtain sufficient financing to fund its business activities and plans, and the Company's ability to obtain the applicable regulatory, corporate, third party and shareholder approvals of the Acquisition. Other factors may also adversely affect the future results or performance of the Company, including general economic, market or business conditions, changes in the financial markets and changes in laws, regulations and policies affecting the Company's operations and the Company's limited operating history. Accordingly, readers should not place undue reliance on the forward‐looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward‐looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward‐looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

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