

Gold Digger Resources Inc. Announces Update Regarding Proposed Acquisition of Premium Uranium Corporation

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Vancouver, December 20, 2024 - [Gold Digger Resources Inc.](#) (CSE: GDIG) ("Gold Digger" or the "Company") is pleased to announce an update on its proposed acquisition of Premium Uranium Corporation ("PURC").

Further to its news releases dated March 6, 2024, and June 13, 2024, July 23, 2024, September 30, 2024, and October 31, 2024 the Company is advancing toward the acquisition of all outstanding shares of PURC pursuant to a share purchase agreement dated March 6, 2024, as amended (the "SPA"). This acquisition is being executed with PURC, each of the shareholders of PURC (the "Vendors"), and UA92 (Pty) Ltd. ("UA92"), a wholly-owned subsidiary of PURC (the "Acquisition").

The Company is excited to announce that intends to close the Acquisition of PURC on or about the last week of December 2024. Upon completion of the Acquisition, PURC and UA92 will become wholly-owned subsidiaries of the Company and the Company will indirectly acquire UA92's mineral property comprised of several prospecting licenses in the Republic of Botswana (the "UA92 Project").

Additionally, the Company will no longer file a Form 2A Listing Statement with the Canadian Securities Exchange ("CSE"). Instead, within 75 days following the closing, the Company will file a Form 51-102F4 - Business Acquisition Report ("BAR"), which will include details of the Acquisition and audited financial statements for PURC. Additionally, concurrently with closing, the Company will file a NI 43-101 technical report on the UA92 Project.

As part of the Acquisition, Gold Digger will issue a total of 13,300,000 common shares (the "Consideration Shares") to the Vendors, at a deemed price of \$0.40 per 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 on the later of: (i) six months from the closing date; and (ii) the filing date of the BAR in respect of the Acquisition. Further, one-sixth of the remaining Consideration Shares will be released from lock-up every six months thereafter over a thirty-six month period. In addition to customary closing conditions outlined in the SPA, the Acquisition remains subject to the approval of the CSE.

A subsequent news release will be disseminated upon completion of the Acquisition. For further information on the Acquisition terms, please see the Company's news release dated June 13, 2024.

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.

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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 expected timing for the closing of the Acquisition; the results of the completion of the Acquisition; that the Company will file a BAR within 75 days of closing; that the Company will file a technical report on the UA92 Project concurrently with closing; and 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 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; that no unanticipated events will occur that will delay or prevent the completion of the Acquisition; that the Company will be able to file the BAR within 75 days of closing; that an audit of PURC's financial statements will be completed within 75 days of closing; and that a technical report on the UA92 Project will be ready to be filed concurrently with closing.

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 failure to complete the Acquisition within the timeframe disclosed or at all; the Company's failure to obtain the applicable regulatory approvals of the Acquisition; the failure of the Company to file a BAR within 75 days of closing; and the failure of the Company to complete an audit of PURC's financial statements within 75 days of closing; and the risk that the technical report on the UA92 Project will not be ready at closing. 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.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/234334>

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