

Prospector Metals Corp. Announces Additional Non-Brokered Private Placements

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[Prospector Metals Corp.](#) (TSXV: PPP) (OTCQB: PMCOF) (FSE: 1ET) ("Prospector" or the "Company") today announced it has arranged a non-brokered private placement to raise gross proceeds of up to \$27,658,351 through the issuance of 5,500,000 flow-through common shares (the "FT Shares") at a price of \$1.00 per FT Share and 22,843,661 non-flow-through common shares (the "NFT Shares") at a price of \$0.97 per NFT Share (the "Offering").

In connection with the offering of the NFT Shares, Alpayana S.A.C. ("Alpayana") has agreed to subscribe for an aggregate of 14,631,283 NFT shares. Upon completion of the Offering, Alpayana will have aggregate beneficial ownership and control over approximately 9.9% of the issued and outstanding common shares of the Company.

In addition; 1) the Company's largest shareholder, [B2Gold Corp.](#) has agreed to exercise an aggregate of 2,133,636 outstanding warrants and subscribe for an additional 7,181,451 NFT shares, in addition to its previously announced subscription for 10,309,278 common shares, bringing its strategic investment in the Company on closing of the Offering to 29,410,357 common shares representing 19.9 % of the issued and outstanding shares of the Company; and 2) an investment group led by John Robins of Discovery Capital have agreed to subscribe for 6,500,000 total shares.

Rob Carpenter, CEO and Director of Prospector, said: "Prospector welcomes the support of Alpayana, along with the Gubbins family, with this timely investment to accelerate advancing our ML project. The Company is also appreciative of the increased investment from B2Gold, who believe in the strong exploration potential of the ML project."

John Robins, Advisor and Principal of Discovery Capital Ltd, said: "It's a pleasure to be working closely again with Dr Rob Carpenter. Our last venture led to the discovery of over 5 million ounces of gold at the Coffee project south of Dawson city YT. Under Rob's leadership Prospector is poised to be the Yukon's next big gold discovery."

The flow-through shares will qualify as flow-through shares (within the meaning of Subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds from the issuance of the flow-through shares will be used to incur eligible resource exploration expenses which will qualify as: (i) Canadian exploration expenses (as defined in the tax act); and (ii) as flow-through critical mineral mining expenditures (as defined in Subsection 127(9) of the tax act). Qualifying expenditures in an aggregate amount not less than the gross proceeds raised from the issue of the flow-through shares will be incurred (or deemed to be incurred) by the company on or before Dec. 31, 2026, and will be renounced by the company to the initial purchasers of the flow-through shares with an effective date no later than Dec. 31, 2025.

Prospector intends to use the proceeds of the FT Shares to finance its exploration program at its ML project in Yukon, which includes up to 5,000 metres of diamond drilling focused on five target areas, as reported in the company's news release dated April 9, 2025, and the proceeds of the NFT Shares for additional funding of its exploration program at the ML project and for general working capital purposes.

There are no finder's fees or commissions payable in connection with the Offering. The offering is subject to certain closing conditions, including, but not limited to, the receipt of all necessary approvals, including the conditional approval of the TSX Venture Exchange.

The securities issued under the offering will be subject to a hold period under applicable securities laws in Canada expiring four months and one day from the closing date of the offering.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Prospector Metals Corp.

Prospector Metals Corp. is a proud member of Discovery Group. The Company is focused on district scale, early-stage exploration of gold and base metal prospects. Creating shareholder value through new discoveries, the Company identifies underexplored or overlooked mineral districts displaying important structural and mineralogical occurrences similar to more established mining operations. The majority of acquisition activity occurs in Yukon and Ontario, Canada - Historical mining jurisdictions with an abundance of overlooked geological regions possessing high mineral potential. Prospector establishes and maintains relationships with local and Indigenous rightsholders and seeks to develop partnerships and agreements that are mutually beneficial to all interested parties.

On behalf of the Board of Directors,
Prospector Metals Corp.

Dr. Rob Carpenter, Ph.D., P.Geo.
President & CEO

For further information about Prospector Metals Corp. or this news release, please visit our website at prospectormetalscorp.com or contact Prospector at 1-778-819-5520 or by email at info@prospectormetalscorp.com.

Prospector Metals Corp. is a proud member of Discovery Group. For more information, please visit: discoverygroup.ca.

Forward-Looking Statement Cautions:

This press release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, including, but not limited to, statements regarding the Company's plans with respect to the Company's projects and the timing related thereto, the merits of the Company's projects, the Company's objectives, plans and strategies, and other project opportunities. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "strategy," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include the risk of accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, or the possibility that the Company may not be able to secure permitting and other agency or governmental clearances, necessary to carry out the Company's exploration plans, risks and uncertainties related to the COVID-19 pandemic and the risk of political uncertainties and regulatory or legal changes in the jurisdictions where the Company carries on its business that might interfere with the Company's business and prospects. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca for a more complete discussion of such risk factors and their potential effects.

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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