

January 27, 2023



PROSPECT RIDGE

# Strategic Mineral Exploration

CSE: PRR | OTC: PRRSF | FRA: OED

# We focus on the acquisition, exploration & development of precious metal projects in North America.

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The main objective is to create value for all stakeholders, including our shareholders and employees. Our experienced team intends to execute, capitalize and grow PRRC to become a dominant force within the North American mining industry.



# Prospect Ridge Resources Corp

("PRRC") is listed as a publicly traded gold exploration company on the CSE under the symbol: **PRR\***

## Investment Highlights:

- Proven management team with considerable successful exits and a track record in raising substantial capital
- Multiple initial projects and work programs
- Tight capital structure
- No long-term liabilities
- Property size totals 72,667.65 Hectares (Including Holy Grail and Knauss Creek)
- Several historical Placer-Gold bearing creeks cross the property
- Active Douglas Creek has produced Gold Nuggets up to 10 ounces
- Recent exploration discovered multiple outcrops with exceptional Gold values
- Heavy mineral sampling produced Gold bearing gravel on multiple drainages cutting the property
- Rail lines are less than 10km away with a deep water port 1hour away
- \$5M+ liquid cash
- \$8.5M raised to date
- Easily accessible property with logging roads and high tension power readily available
- Drilling permits submitted and crews ready to start work in spring
- Listed in Canada on the CSE, OTCQB in the USA, and on the Frankfurt Exchange in Europe
- Located directly south of the famous Golden Triangle and showing the same geology

\*As of May 27, 2021



## EXPERIENCED LEADERSHIP



# Michael Iverson

CEO & Director

Mr. Iverson brings over 30 years of executive experience in public markets, including corporate development, capital formation, acquisitions and mergers. In 1998, Mr. Iverson founded Niogold Mining Corp. (previously TSXV: NOX) and co-founded Fortuna Silver Mines Inc. (TSE:FVI), and in both companies went on to serve in various executive roles including Chairman, Chief Executive Officer and President until 2016. Since 2007, Mr. Iverson has also held various executive positions at Volcanic Gold Mines (CSE:VG). At Niogold, he led the acquisition and exploration of a large land package in Val D'Or, following which the company was acquired by Oban Mining Corp., now operating as Osisko Mining Inc. (TSE: OSK), at a significant premium to the company's market capitalization. At Fortuna, he was an integral part of the company's successful development into a silver producer with operating mines in Peru and Mexico. Mr. Iverson brings a wealth of experience in public and private equity markets and in important management disciplines of strategic planning and oversight, sales and marketing, having raised, invested and co-invested \$100 million in the companies he has led and advised. Mr. Iverson has acted as CEO and/or director for companies that, while he was in that role, have achieved, in the aggregate, market capitalizations in excess of \$1 billion.



30 Years in  
Mining & Exploration



Global Experience  
& Leadership



\$1 Billion+ Market  
Capitalizations



\$100,000,000+  
Raised

## PRRC TEAM – DIRECTORS



**Yan Ducharme**

President, Director

Yan brings over 25 years of experience to the company in greenfield and brownfield exploration projects. He started his career with SEMAFO in Guinea, Western Africa, on the Jean-Gobelet exploration project which later became the Kiniero mine. In Quebec, he joined Cambior at the Sleeping Giant mine, then to the exploration office where he took care of exploration projects in the four corners of the Abitibi and in the James Bay area. Mr. Ducharme was also part of the exploration team at the Rosebel Mine in Suriname, South America for Cambior/Iamgold. Yan spent several years working NioGold's Marban project which reached 1.5M oz of measured and indicated resources (32Mt at 1.48 g/t Au) and 600k oz of inferred resources (16.5Mt at 1.13 g/t Au; NI 43-101 August 15, 2013). He was Vice-President of the company when it was bought by Oban mining, now operating as Osisko (TSE:OSK). He was regional exploration manager for Canadian Malartic until the Kirkland Lake project was acquired entirely by Agnico-Eagle (TSE:AEM), and then became exploration manager for SOQUEM.



**Michael Michaud**

Director

Mr. Michaud, P.Geo., M.Sc. is a Professional Geologist with over 30 years' of experience developing and implementing regional and mine-site exploration strategies that includes a broad range of deposit types within North and South America, Africa, Asia and Europe. Currently, Michael is the Vice-President, Exploration for Wesdome Gold Mines Ltd. Previously, Michael served as Iamgold Corp's Chief Geologist, Vice-President, Exploration for St Andrew Goldfields, Principal of SRK Consulting Inc. and Chief Geologist at North American Palladium. Mr. Michaud holds an honors B.Sc. from the University of Waterloo, and a M.Sc. from Lakehead University.

## PRRC TEAM – DIRECTORS



### Bradley Scharfe

Director

Bradley Scharfe is the President, Co-Chairman & CEO of Scharfe Group of Companies, and is an accomplished financier with over 25 years of expertise in North America's capital markets. Mr. Scharfe has spear-headed financing efforts and assembled robust companies in the areas of resources and commodities, clean technology and renewable/alternative energy, oil and gas, and biotech and tech. Mr. Scharfe is an expert at raising, deploying, and managing venture capital for companies in the early growth phase of their development. His focus is on backing emerging companies that require early-stage financing, public market support and management structuring and collecting strategic experts who can appropriately contribute to the company's ongoing and expansive growth.



### Jacques Brunelle

Director

Jacques Brunelle is a Canadian businessman with over 30 years of experience in the North American mining industry. Mr. Brunelle has had roles at executive levels as both President and Director of publicly traded companies. These include; Niogold Mining Corporation (NOX) in 2003, which later completed a successful exit to Osisko Mining Inc. (OSK.TO) in 2016. The public and private companies Mr. Brunelle has been involved with have successfully raised tens of millions of dollars for exploration and equity financings.

## PRRC TEAM – DIRECTORS



### Toby Lim

Director

Toby Lim has been a practicing solicitor since 1997, with a focus on corporate and securities law. He received a Bachelor of Commerce Degree with honours from the University of British Columbia in 1992, followed by a Bachelor of Laws Degree from Osgoode Hall Law School in Ontario in 1996. Following his call to the BC Bar in 1997, he was an associate lawyer at Anfield Sujir Kennedy & Durno, a corporate and securities law firm located in Vancouver, BC, for 18 years, and has served as a director of and adviser to a number of public and private companies. In 2015, he co-founded Vantage Law Corporation, where he currently practices.



## PRRC TEAM



**Jasmine Lau**

CFO

Jasmine Lau is a senior finance and accounting professional with an extensive background serving as CFO in the mineral exploration and resource sector, with experience on projects throughout the world. She was also previously employed in Internal Audit at Teck Resources Ltd., and at Deloitte, where she focused on audits of public mining and resource companies. Ms. Lau is a CPA, CA and holds a Bachelor of Commerce degree from the University of British Columbia.



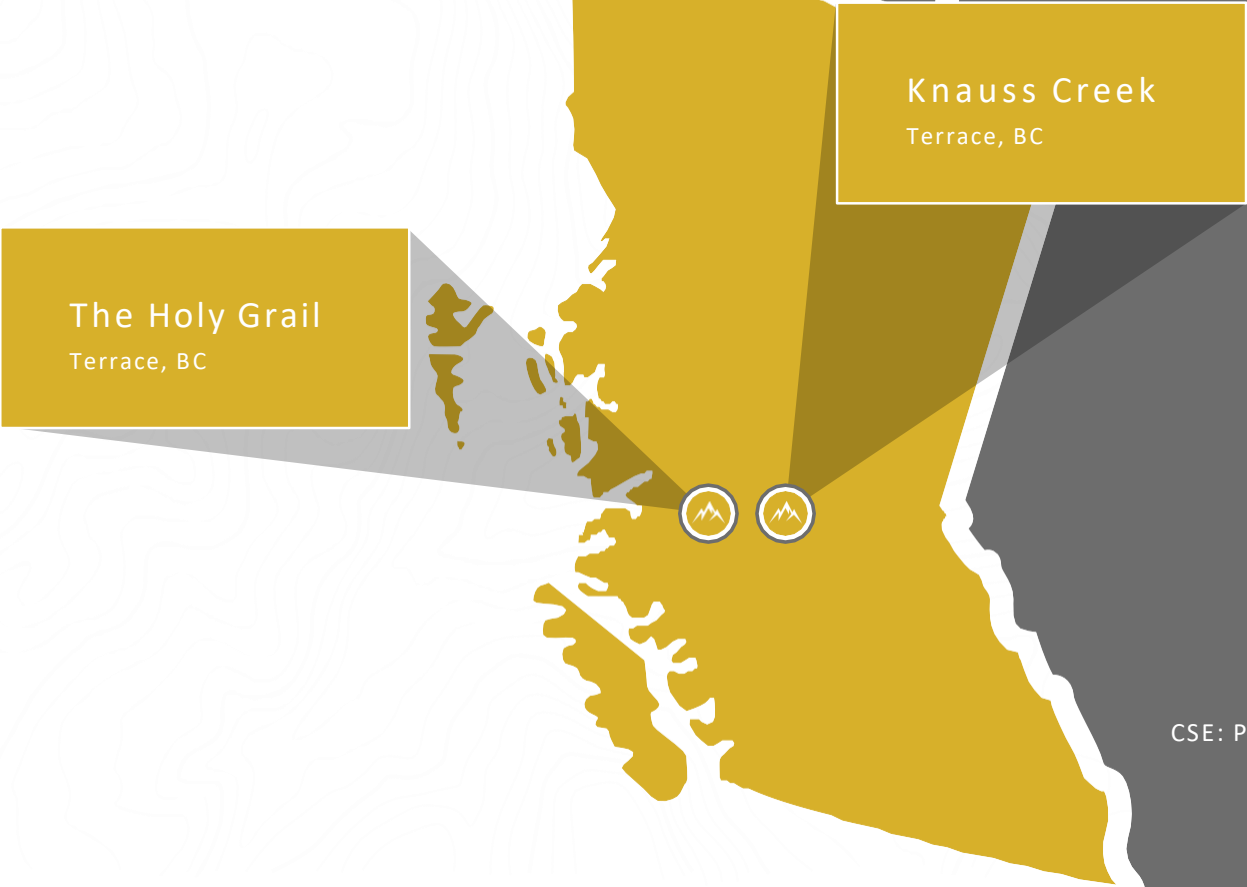
**Seema Sharma**

Director of Lands Management

Seema Sharma CPA serves as Director of Lands Management for the Company. She brings over 20 years of experience in accounting working in public practice and in private industries. She has completed her In-depth tax specialization in 2022 with Chartered Professional accountants of Canada. Her previous work experience includes working in private equity, mining manufacturing, and working at public practice firms. Presently, she is a principal of her own public practice company that serves to-profit and non-profit industries. She holds a Bachelor of Commerce degree from University of Northern British Columbia.



# OUR PROJECTS



# Knauss Creek & Holy Grail 2023 Work Program

1. Use the completed LIDAR survey data.
2. Stream sediment sampling.
3. Prospecting in new areas.
4. Investigating further the currently known showings.
5. Drilling on the highest priority targets.



## KNAUSS CREEK PROPERTY

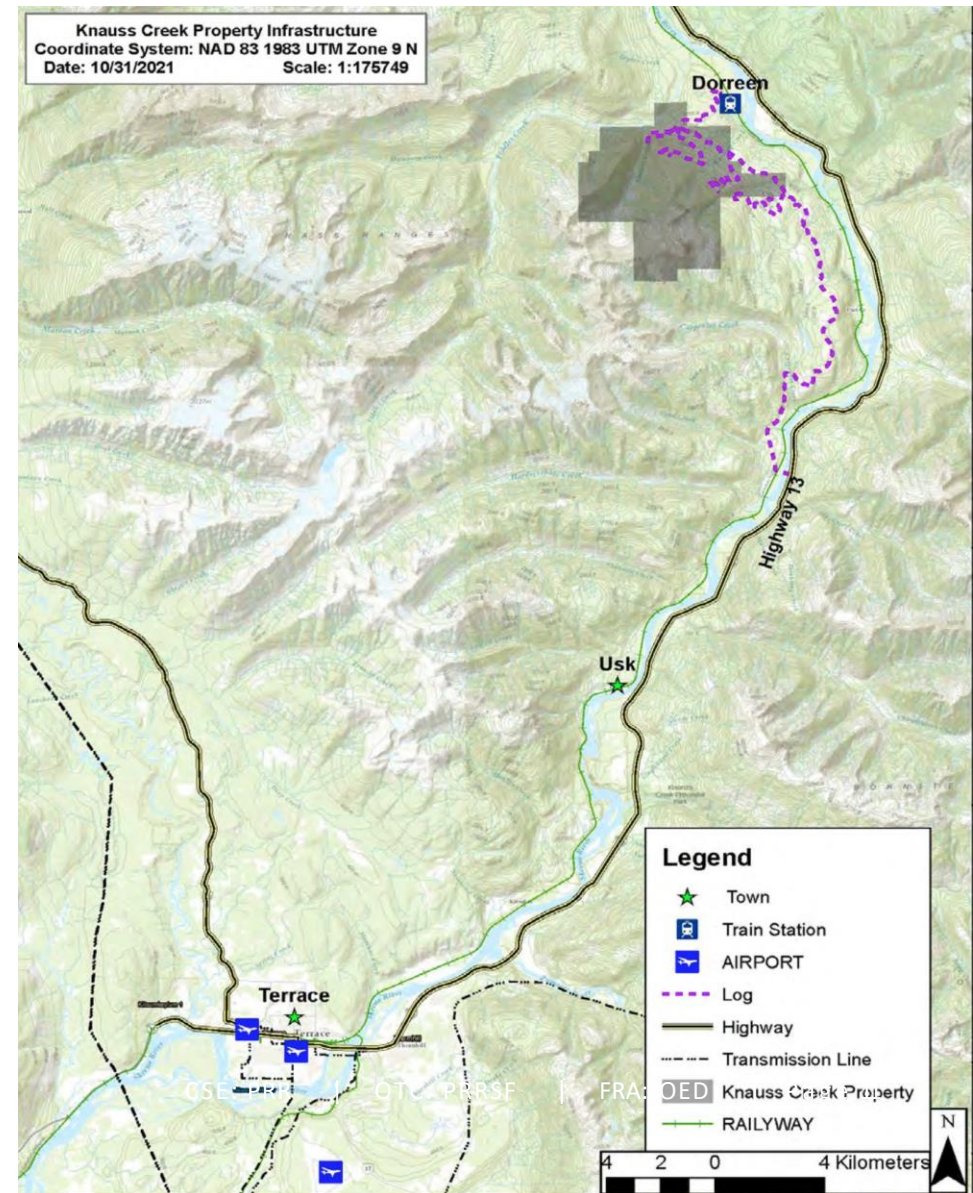
# Flagship Acquisition

The PRR fully owned Knauss Creek property is located 35 km northeast of Terrace, BC. It covers about 3,190 hectares which host the Dorreen mine.

The property is easily accessible with multiple serviced and logging roads along with ATV trails that crosscut the property. This provides for cost effective exploration and is a significant advantage for a more advanced stage project.

It contains the high-grade gold Dorreen mine and several showings of gold, silver, copper, lead and zinc. The Knauss Creek property is surrounded by PRR's optioned Holy Grail property.

Recent exploration work in 2021 confirmed the potential in precious and base metals of the property. Exploration at the Property has already begun with geological mapping and geochemical sampling. Management of the Company expects that this work will significantly expand the Company's knowledge of the complex vein system and refine targets.





# Holy Grail

**The Holy Grail Property is located 10km north of Terrace, BC; and currently covers 69,515.45 Hectares, bordering the historical Golden Triangle.**

The property is easily accessible with multiple serviced roads, logging roads, and ATV trails that crosscut the property. Combining the favorable access with the three phase powerlines that transect the claim block, this provides for cost effective exploration and greater feasibility when a significant deposit is delineated.

The Holy Grail claim block has 12 past-producing high-grade gold and silver hard rock mines within a 15km radius. In addition, several placer-gold bearing creeks that have been historically mined include the active operations of Douglas Creek which has produced the coarsest placer gold in the region with gold nuggets up to 10 ounces.



# Our Region of Gold

## Discoveries & Recent Successes

**SEABRIDGE GOLD INC:** KSM mine, \$1.7 billion market cap, 38 Moz Gold Resources

**PRETIVM RESOURCES INC:** Bruce Jack mine, \$2.25 billion market cap, Producing 350,000 oz/year

**ASCOT GOLD CORP:** Premier & Red Mountain mines, \$450M market cap, Producing 2,800 ton, operation begins in 2022

**TUDOR GOLD CORP:** Treaty Creek mine, \$420M market cap, 19.4 Moz maiden resource

**GT GOLD CORP:** \$393 million sold to Newmont Corp March 2021

**SKEENA RESOURCES LTD:** \$970 million market cap, Snip & Eskay Creek past producers

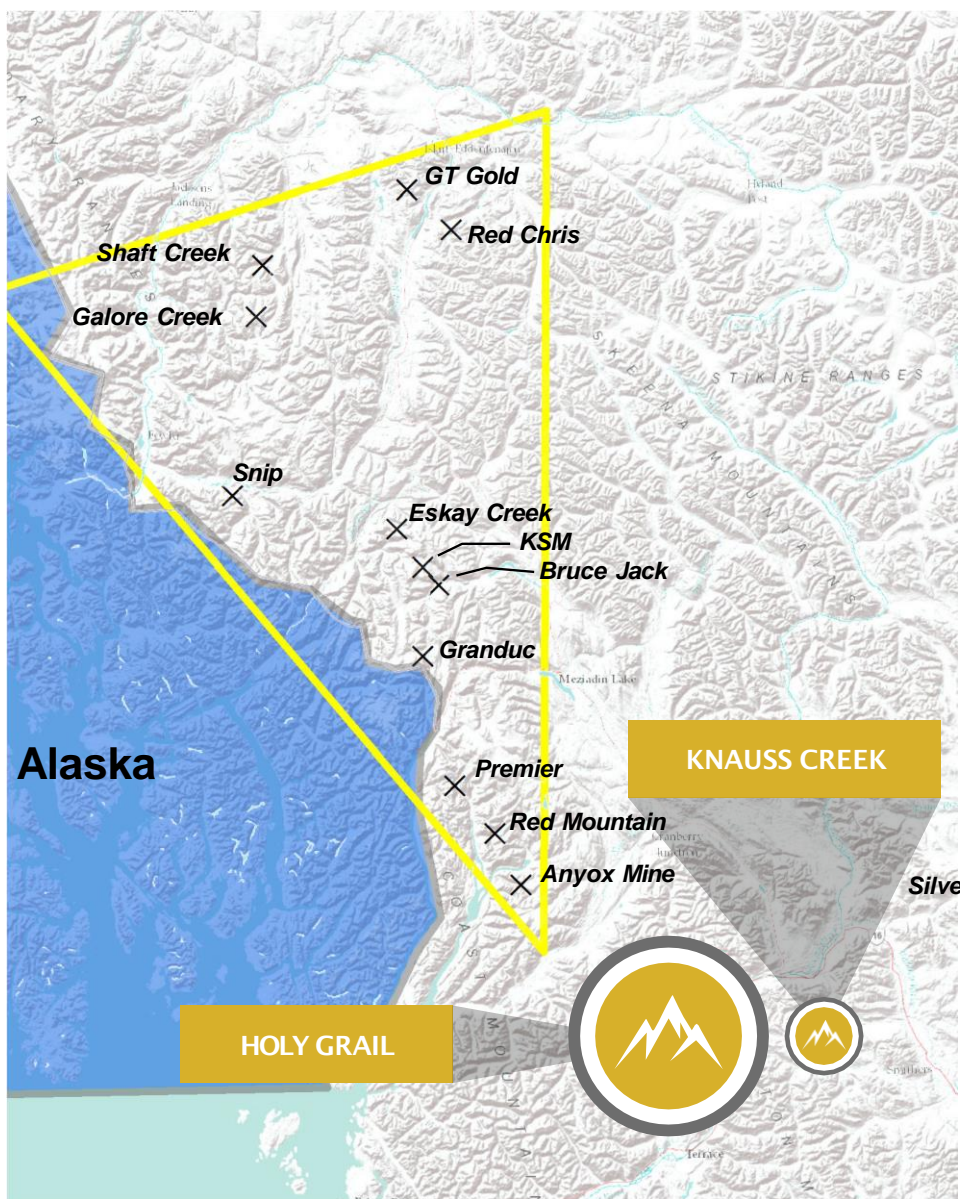
**NEW CREST MINING LIMITED:** Purchased 70% of Red Chris mine for \$840 million 2019

**THEISIS GOLD INC:** Focused in the prolific Golden Horseshoe of British Columbia. Current Market Cap 91,000,000

**ESKAY MINING CORP:** Eskay controls approximately 52,600 hectares in the Golden Triangle. Market Cap 438,000,000

**BENCHMARK METALS INC:** Focused on the prolific Golden Horseshoe of BC. Over \$40M raised, Market Cap 176,000,000

Any information demonstrating the historical performance or current or historical attributes of any other entity contained in this document are intended only to illustrate historical performance or current or historical attributes of such entities and are not necessarily indicative of future performance of PRRC or such entities.





# Capital Structure

SHARES ISSUED	51,902,629
OPTIONS	3,675,000
WARRANTS	9,528,543
DEBT	\$0
FULLY DILUTED	65,106,172

As of January 25, 2023



## 65,063,415

Fully Diluted



# Connect with Prospect Ridge Resources Corp



TESORO  
CAPITAL PARTNERS INC



[www.prospectridgeresources.com](http://www.prospectridgeresources.com)  
[info@prospectridgeresources.com](mailto:info@prospectridgeresources.com)

## DISCLAIMER OFFERING MEMORANDUM



### Rights of Action for Damages or Rescission

This presentation is considered to be an “offering memorandum” in certain provinces of Canada. Securities legislation in certain provinces of Canada in which an offering of securities of PRRC is being made provides purchasers, in addition to any other rights they may have at law, with a remedy for rescission or damages, or both, where an offering memorandum or any amendment thereto, contains a misrepresentation. A “misrepresentation” is generally defined under applicable securities laws as an untrue statement of a material fact, or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies, or notice with respect thereto, must be exercised or delivered, as the case may be, by the purchaser within the time limit prescribed, and are subject to the defences contained, in the applicable securities legislation. Canadian purchasers should refer to the applicable provisions of the securities legislation of their respective provinces for the particulars of these rights or consult with a legal advisor. The following is a summary of the rights of rescission or rights to damages available to purchasers. In this regard it is not intended that this presentation is to be made to residents of any jurisdictions outside of Canada and thus the following summary does not address any rights of rescission or rights to damages available to purchasers in any other jurisdictions outside of Canada.

#### Ontario

Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum (including this presentation) during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against PRRC or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against PRRC or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, PRRC and any selling security holder will have no liability. In the case of an action for damages, PRRC and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are not available in connection with a distribution made in reliance on the “accredited investor exemption” from the prospectus requirements contained under section 2.3 of National Instrument 45-106 – Prospectus Exemptions (“NI 45-106”) for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b)

the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary. These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser.

This summary is subject to the express provisions of the Securities Act (Ontario) and the regulations and rules made under it, and prospective purchasers should refer to the complete text of those provisions.

#### **Saskatchewan, Manitoba, New Brunswick, Northwest Territories, Newfoundland and Labrador, Nunavut, Nova Scotia, Prince Edward Island, Yukon and Quebec**

Purchasers in Saskatchewan, Manitoba, New Brunswick, Northwest Territories, Newfoundland and Labrador, Nunavut, Nova Scotia, Prince Edward Island, Yukon and Quebec are entitled to certain statutory rights in the event the Presentation: (i) constitutes an “Offering Memorandum” in such jurisdictions; and (ii) contains a misrepresentation. Purchasers should refer to the applicable provisions of the securities legislation of their respective provinces or territories for the particulars of these rights or consult with a legal advisor.

#### **British Columbia, and Alberta**

Purchasers in British Columbia and Alberta are not entitled to the statutory rights described above.

#### **General**

The rights of action described above are in addition to and without derogation from any other right or remedy available at law to the purchaser and are intended to correspond to the provisions of the relevant securities legislation and are subject to the defences contained therein. The foregoing summaries are subject to the express provisions of the applicable securities law in the relevant jurisdictions, and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions. Such provisions may contain limitations and statutory defences on which PRRC may rely, including limitations and statutory defences not described herein. Canadian purchasers should refer to the applicable provisions of the securities legislation of their province of residence for the particulars of these rights and consult with their own legal advisors.

#### **United States**

Securities will not be registered under the US Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an exemption from registration.



In the United States, this presentation is for delivery only to “accredited investors” as defined in Regulation D promulgated under the Securities Act. The information contained in this presentation has not been reviewed or approved by the U.S. Securities and Exchange Commission or any state securities regulatory authority. Any representation to the contrary is unlawful. This presentation does not include a complete description of the Company or any offering. Any offer of securities of the Company will be made in the United States only pursuant to a placement letter or subscription agreement and the provisions of applicable law. Copies of the placement letter or subscription agreement and related subscription documents will be provided to prospective investors by the Company. Any securities to be offered for sale by the Company are not expected to be registered in the United States under the Securities Act or under any state securities laws and it is anticipated that any such securities offered or sold in the United States will be exempt from registration pursuant to Section 4(a)(2) and Regulation D promulgated under the Securities Act. As a result, such securities cannot be resold unless subsequently registered under applicable securities law or unless an exemption from such registration is available. Further, each person to which any securities of the Company are offered in the United States will be required to represent, among other things, that such person is an “accredited investor” as that term is defined in Regulation D promulgated under the Securities Act.

#### **Qualified Person**

All scientific or technical information included in this news release has been reviewed, verified and approved by Yan Ducharme, P.Geo., President of the Company and a qualified person as defined by National Instrument 43-101.

#### **Historical Information**

Any graphs, tables or other information demonstrating the historical performance or current or historical attributes of PRRC or any other entity contained in this document are intended only to illustrate historical performance or current or historical attributes of PRRC or such entities and are not necessarily indicative of future performance of PRRC or such entities.

