



Investor Presentation

November 2023

CSE: **PRR** | OTC: **PRRSF** | FRA: **OED**

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 a n 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-day s 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 a n d 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 a n 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.

INVESTMENT HIGHLIGHTS

Prospect Ridge Resources is an exploration and development company with projects in Northern British Columbia. Established in May 2021, the company owns 100% of the Holy Grail property and 100% of the flagship Knauss Creek Property which has revealed **high-grade surface samples with polymetallic signature comprising of gold, silver, copper, lead and zinc.**

Prospect Ridge's management and technical team cumulate +100 years of mineral exploration experience and **believe that the Knauss Creek and Holy Grail properties have the potential to extend the boundaries of the Golden Triangle.**



- **Potential Extensions of the Golden Triangle:** The bedrock, consisting of the Bowser Lake and Hazelton Groups, which predominantly hosts the Golden Triangle's mines and deposits, also extends beneath the Knauss Creek terrain
- **Polymetallic Signature:** The Knauss Creek project has revealed high-grade surface samples for both precious and base metals, including gold, silver, copper, lead and zinc
- **Recent Developments:** Five main zones of interest on Knauss Creek have been identified, surface sampling and mapping conducted during the 2023 field season have shown an impressive collection of high-grade samples that have returned with significant results of up to 69.3 g/t gold, 4740 g/t silver, 10.42 % copper, 33.33% lead and 4.10% zinc
- **Early-Stage Investment Opportunity:** Investment opportunity with proven team of executives responsible for several successful exploration and development projects, including Fortuna Silver, NioGold's Marban Project (sold to Oban Mining now Osisko Mining)

EXPERIENCED LEADERSHIP



Simon Ridgway

Chairman & Director

(Official as per the AGM meeting, on December 14, 2023)

CEO of Rackla Metals Inc., a Vancouver-based junior gold exploration company listed on the TSX Venture Exchange since September 2011

CEO, President, and Director of Volcanic Gold Mines Inc., a Vancouver-based company engaged in gold and silver property acquisition and exploration, listed on the TSXV since August 2017

Director and Chairman of the Board of Radius Gold Inc., a Vancouver-based mineral exploration company listed on the TSXV since July 2004



Michael Iverson

CEO & Director

+30 years of experience in public markets, founded Niogold Mining Corp., co-founded Fortuna Silver Mines Inc

Played a significant role in Niogold's acquisition by Oban Mining now Osisko Mining Inc., and was key in developing Fortuna into a world-class global silver producer

Additionally, he has held executive key positions at Volcanic Gold Mines, contributed to substantial growth in shareholder value and was instrumental in financing +C\$100 million across his ventures



Yan Ducharme

President & Director

+25 years in greenfield and brownfield exploration, worked with SEMAFO in Guinea, Cambior /Iamgold at the Rosebel Mine and NioGold's Marban project

He served as Vice-President at NioGold during its acquisition by Oban Mining (now Osisko Mining, TSE:OSK)

Regional exploration manager at Canadian Malartic (later acquired by Agnico-Eagle – TSE:AEM) and exploration manager at SOQUEM and Wesdome Gold Mines' (TSE:WDO) Kiena site



Michael Michaud

Director

+30 years of geology experience across multiple continents

Currently serves as the Vice-President of Exploration at Wesdome Gold Mines Ltd

Has held key roles at Iamgold Corp., St Andrew Goldfields, SRK Consulting Inc. and North American Palladium



30 Years in mining exploration



Global Experience & Leadership



+1 Billion+ Market Capitalizations



\$100,000,000+ Raised

EXPERIENCED LEADERSHIP



Bradley Scharfe, Director

- President, Co-Chairman & CEO of Scharfe Group of Companies, a financier with over 25 years of experience in North American capital markets
- Led financing and built companies in resources, clean tech and renewable energy, oil and gas, biotech, and tech sectors
- Former venture capital stockbroker at Canaccord Capital Corporation for 12 years, member of the Chairman's Club, holds a BA in Commerce and Economics from the University of Toronto



Jacques Brunelle, Director

- 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



Jasmine Lau, CPA, CA

- Senior finance and accounting professional with an extensive background serving as CFO in the mineral exploration and resource sector
- 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



Toby Lim, Director

- 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



Seema Sharma CPA, Land Manager

- 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

CAPITAL STRUCTURE

(“PRR”) is listed as a publicly traded gold exploration company on the CSE under the symbol: **PRR**

 **55,169,905**
Fully Diluted

SHARES ISSUED	52,169,905
OPTIONS	3,000,000
WARRANTS	0
DEBT	\$0
FULLY DILUTED	55,169,905



UNLOCKING THE NATURAL WEALTH OF NORTHERN BC

British Columbias Golden Triangle holds one of the planet's densest mineral concentrations:

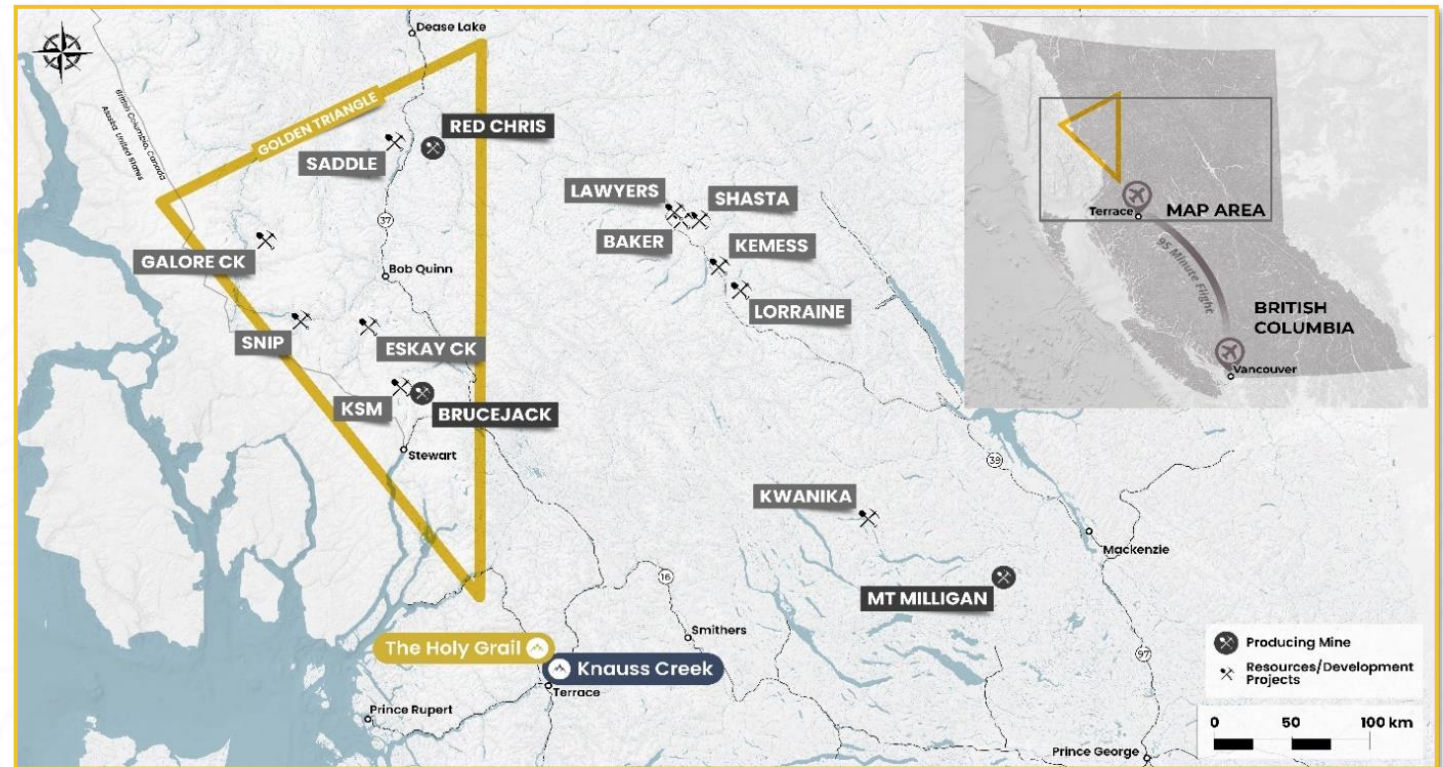


Notable projects in the Southern tip of the Golden Triangle include:

- **Eskay Creek:** Worlds highest-grade VMS gold and silver deposit, produced 3.3M oz of gold, 160M oz of silver (45 g/t gold, 2,224 g/t silver, 1994-2008)
- **KSM:** World's largest undeveloped gold reserve, 47.3M oz gold, 7.3B lbs copper per updated PFS
- **Brucejack:** High-grade operating gold mine (8.4 g/t) since 2017, with 3.7M oz gold reserves, over 1.23M oz/au produced



“ The bedrock, consisting of the Bowser Lake and Hazelton Groups, which predominantly hosts the Golden Triangle's mines and deposits, also extends beneath the Knauss Creek terrain ” – CEO Michael Iverson



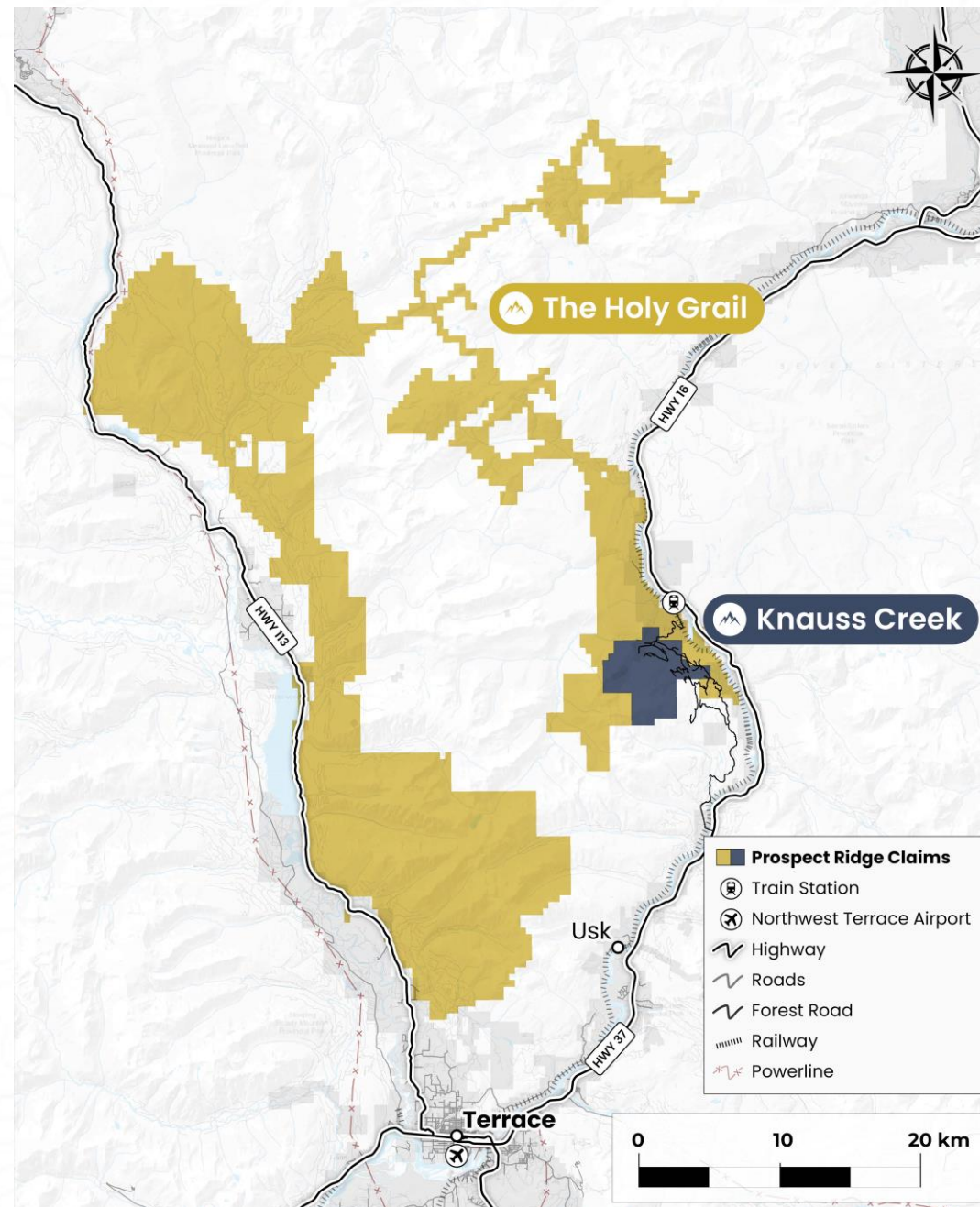
OUR PROJECTS

Flagship Knauss Creek Project

- **Ownership:** 100% Prospect Ridge Resources
- **Location:** 35 kilometers from Terrace, B.C.
- **Land Package:** 2,944 hectares
- **Proximity to Infrastructure:** Adjacent to highway 16, and an extensive logging road network
- **Geology:** polymetallic veins, potentially flanked by associated skarn and porphyry mineralization, all set within an orogenic geological backdrop
- **High-grade samples,** high-grade samples results of up to 78.9 g/t gold, 4740 g/t silver, 17.75 % copper, 33.33% lead and 4.10% zinc

Holy Grail Project

- **Ownership:** 100% Prospect Ridge Resources
- **Location:** 10 km north of Terrace, B.C.
- **Land Package:** 70,109 hectares
- **Geology:** Underlain by bedrocks of the Hazelton and Bowser Lake Groups
- **High-grade samples,** high-grade samples results of up to 50.0 g/t Au, 578 g/t Ag, 6.92% Cu, 9.55% Pb and 4.85% Zn





KNAUSS CREEK

The Knauss Creek Property is located 35km north of Terrace, BC; and currently covers 2,944 Hectares, bordering the Golden Triangle

Knauss Creek creates a contiguous block with existing mineral claims in the Company's Holy Grail property. The Company considers the Property to be highly prospective and consistent with high-grade mineralization observed in the historical Dorreen Mine. Historical records, (not 43-101 compliant) indicate that approximately **700 tons of ore were extracted, with an average grade of 16.8 g/t Au, 58 g/t Ag, 0.22% Cu, 2.1% Pb, and 1.4% Zn.**

Great access to infrastructure, adjacent to Highway 16, multiple logging roads across the property, as well as the Canadian National railways crossing the property.



KNAUSS CREEK GOLD, SILVER, COPPER, LEAD & ZINC PROJECT

Highly Prospective Targets

Copper Ridge:

High-grade polymetallic mineralization zone spanning +1,500 meters

Numerous high-grade gold, silver and copper samples recovered from outcrops on the Copper Ridge, including:

- 78.9 g/t Au, 457 g/t Ag, and 13.45% Cu (W386303)
- 69.30 g/t Au, 331 g/t Ag, and 5.78% Cu (C363284)
- 8.46 g/t Au, 1085 g/t Au, and 17.75% Cu (W384736)
- 3.32 g/t Au, 4070 g/t Ag, and 1.64% Cu (W489443)

Dorreen Mine:

The mine consists of polymetallic quartz veins that host gold, silver, copper, lead and zinc

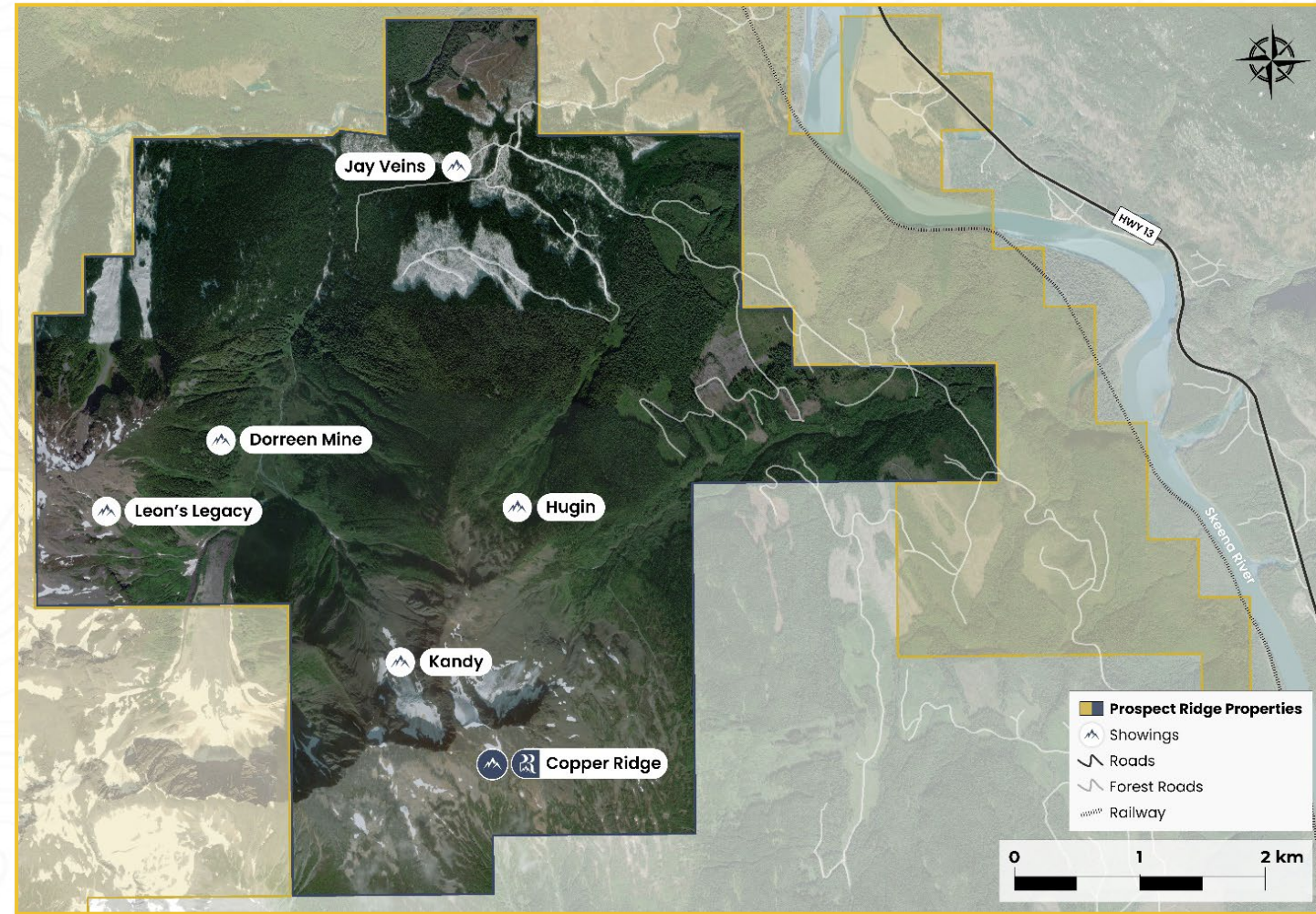
Sampling of the quartz vein in the underground adits from the Dorreen mine returned:

- 21.70 g/t Au, 75.6 g/t Ag, 0.37 %Cu, 2.20 %Pb, 1.27 %Zn (W384759)
- 22.80 g/t Au, 23.4 g/t Ag, 0.10 %Cu, 0.92 %Pb, 0.28 %Zn (W384760)
- 12.00 g/t Au, 111 g/t Ag, 0.77 %Cu, 3.73 %Pb, 1.29 %Zn (W384814)
- 11.55 g/t Au, 56.4 g/t Ag, 0.43 %Cu, 2.55 %Pb, 0.19 %Zn (W386163)

Leons Legacy:

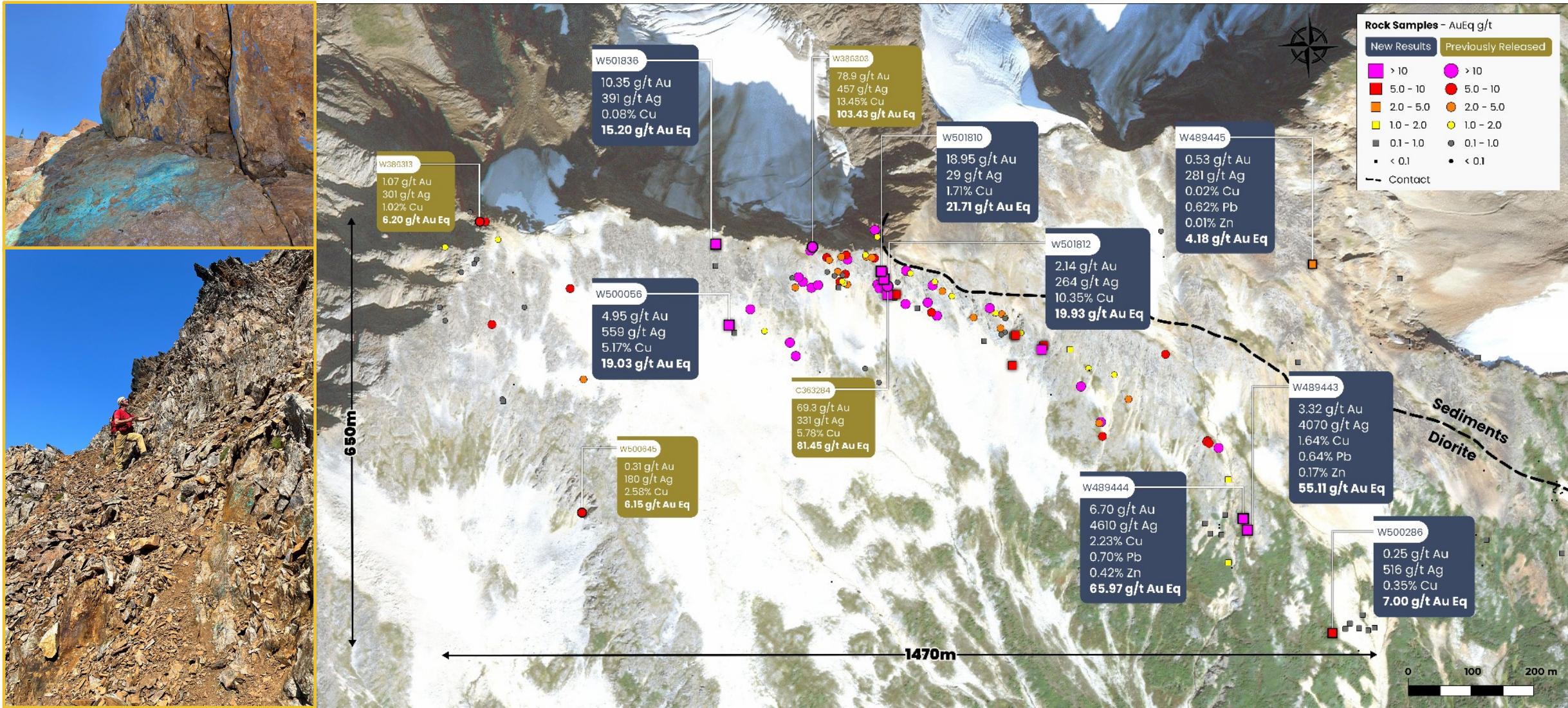
Leon's Legacy maintains the polymetallic signature of the property - located ~ 900m southwest and 875m above the Dorreen Mine

- 14.15 g/t Au, 24.5 g/t Ag, and 0.12% Cu (W384811)
- 19.90 g/t Au, 180.0 g/t Ag and 3.39% Cu (W384813)
- 20.80 g/t Au, 175.0 g/t Ag and 0.54% Cu (W386150)
- 0.88 g/t Au, 138.0 g/t Ag and 8.00% Cu (W386154)

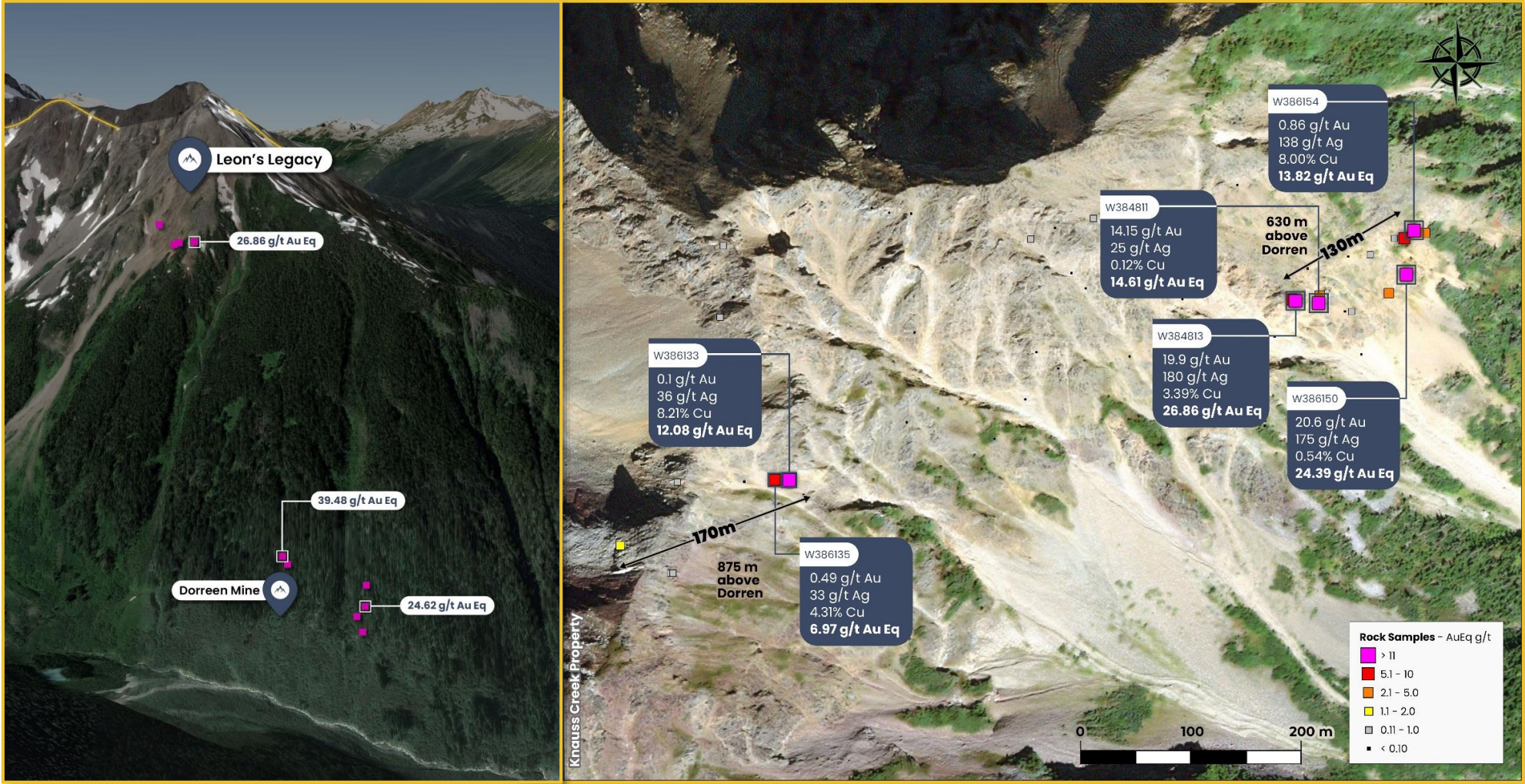


KNAUSS CREEK

Copper Ridge Target

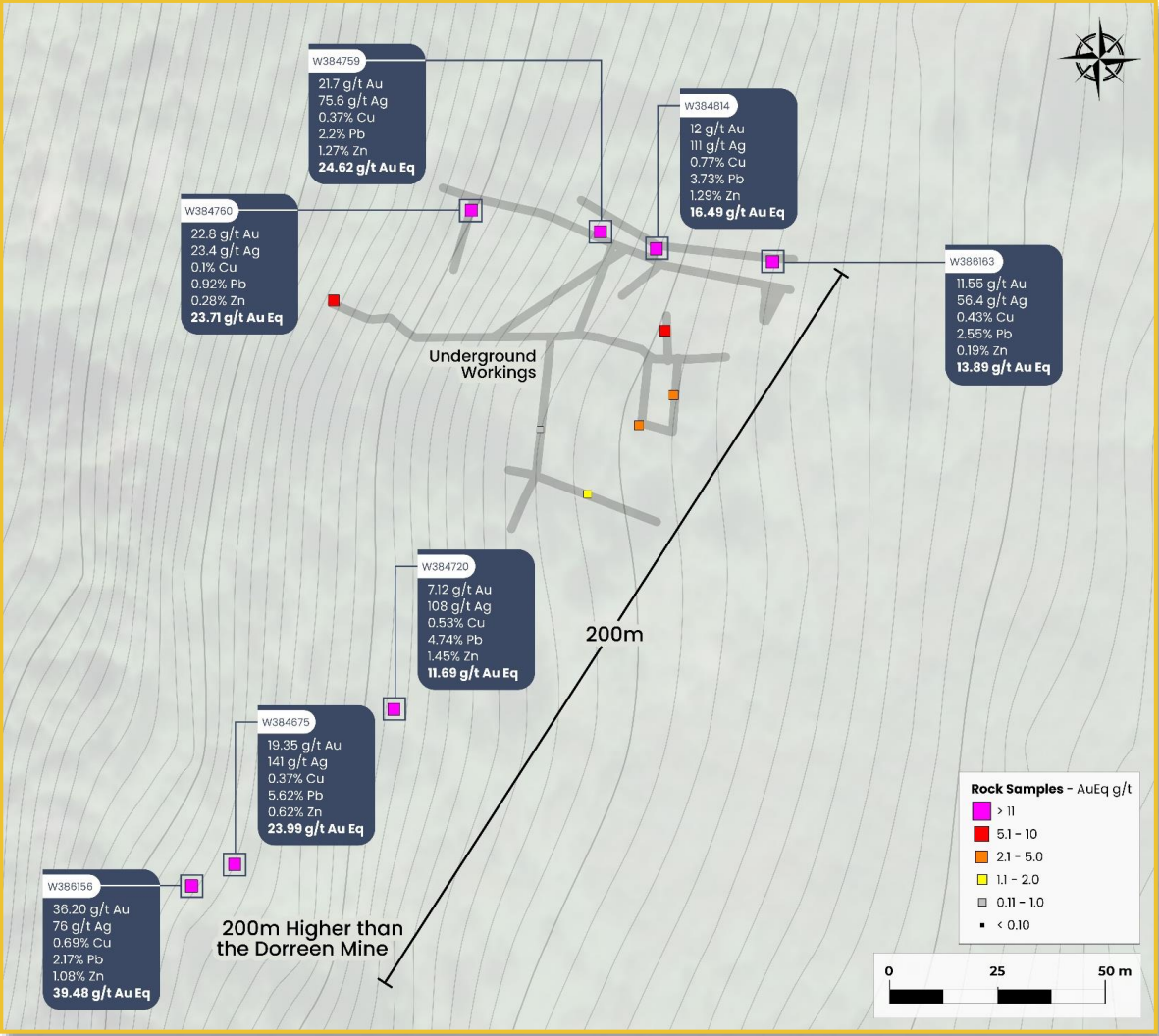


KNAUSS CREEK Leon's Legacy Target



KNAUSS CREEK

Doreen Mine Target



HOLY GRAIL

The Holy Grail Property is located 10km north of Terrace, BC; and currently covers 70,100 Hectares, south of the 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 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.



HOLY GRAIL

Strategically encapsulating the highly prospective Knauss Creek project, Holy Grail shows a continuation of polymetallic mineralization

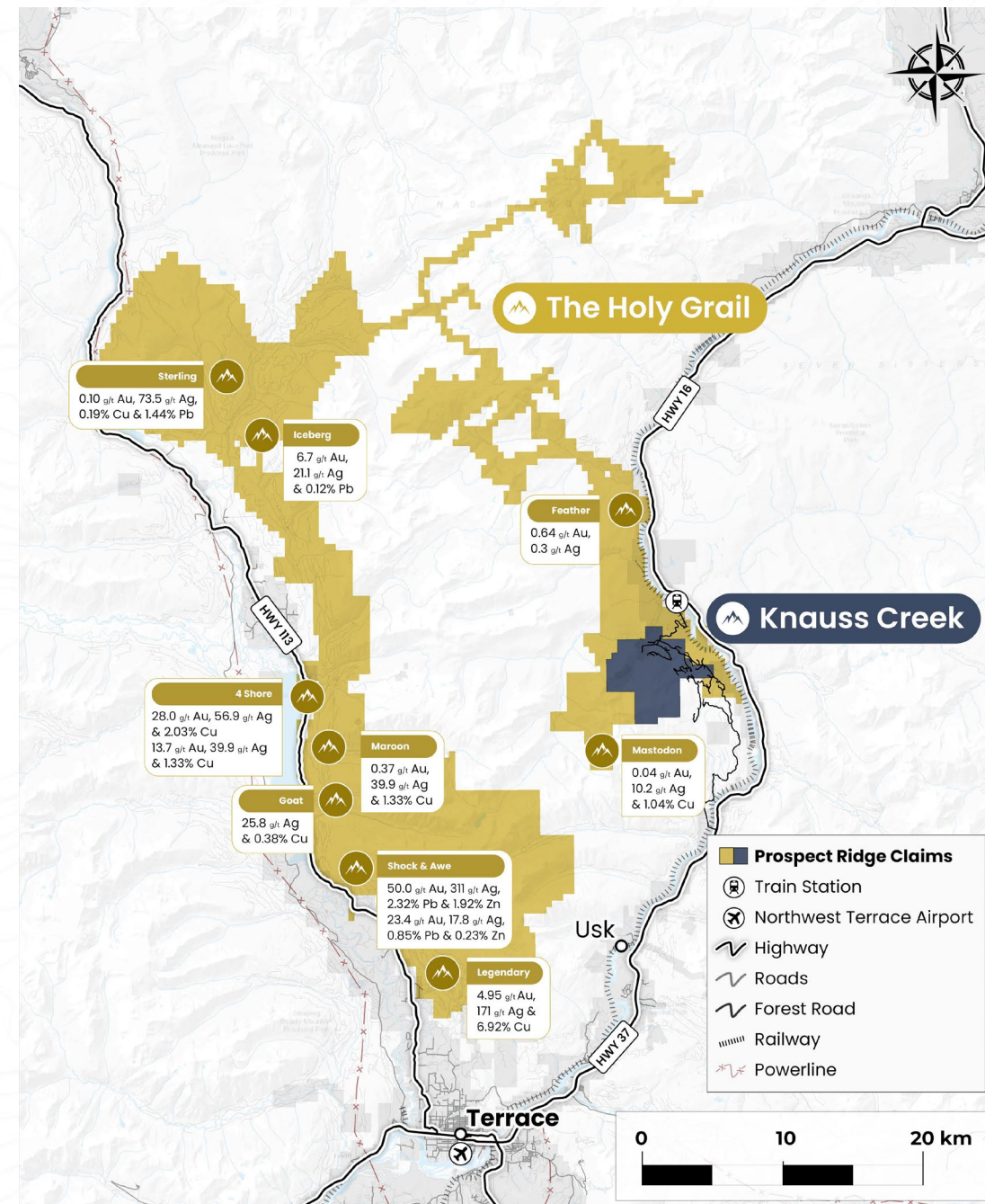
Prospecting led to the discovery of several gold, silver, copper, lead and zinc showings

9 Showings Identified:

Multiple outcrops with exceptional high-grade polymetallic values

Highlights:

- **Shock & Awe: 50.0 g/t Au, 311 g/t Ag, 2.32% Pb and 1.92% Zn (A0600805)**
- **Shock & Awe: 23.4 g/t Au, 17.8 g/t Ag, 0.85% Pb and 0.23% Zn (A0600810)**
- **4Shore: 28.0 g/t Au, 56.9 g/t Ag and 2.03% Cu (C362354)**
- **4Shore: 13.7 g/t Au, 39.9 g/t Ag and 1.33% Cu (C362357)**
- **Iceberg: 6.7 g/t Au, 21.1 g/t Ag and 0.12% Pb (C363092)**





Thank you

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