



FOR IMMEDIATE RELEASE
29th November 2023

TSX Venture Exchange
Shares Outstanding: 13,314,412
Symbol: SRC

Stakeholder Closes Private Placement

Stakeholder Gold Corp. (“Stakeholder” or the “Company”) (TSX-V: SRC) is pleased to announce the closing of a non-brokered private placement financing (“**Private Placement**”), raising gross proceeds of \$1,352,000 CAD through the issuance of 1,352,000 Units at \$1.00 per Unit. Each Unit consists of one common share (“**Common Share**”) priced at \$1.00 per Common Share, and one half of one common share purchase warrant (“**Warrant**”). Each whole Warrant entitles the holder to purchase one additional Common Share at \$1.50 for a period of two years from the closing of the Private Placement.

Each whole Warrant has an early exercise provision that allows the Company to trigger exercise of the Warrant when the 10-day average price of Common Shares traded on the TSX Venture Exchange exceeds \$3.00 per share. Thirty days (30) after the trigger date, any unexercised Warrants will be deemed to be null and void. All securities issued under this Private Placement will be subject to a hold period expiring four months and one day from the date of closing.

Proceeds will be used for exploration on the Company’s Ballarat Exploration Project in the White Gold District located in the Yukon Territory, Canada and for developing the Company’s exotic stone quartzite business located in Minas Gerais, Brazil.

One Officer of the Company (the “insider”) has invested in this Private Placement subscribing for in aggregate 80,000 Units, or gross proceeds of \$80,000 CAD. The participation of insiders in the Private Placement constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) and the policies of the TSX. The Company is relying on exemptions from the formal valuation and minority approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation by insiders will not exceed 25% of the fair market value of the Company’s market capitalization. The Company did not file a material change report at least 21 days prior to the completion of the Private Placement because the existence of any placement or insiders’ participation therein had not been determined at that time.

In connection with this Private Placement, the Company will pay a total of \$6,000 in cash and issue 6,000 broker warrants to Haywood Securities Inc. Each broker warrant will entitle the holder to purchase one Common Share at \$1.50 for a period of two years from the closing of the Private Placement.

For further information please contact:

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Forward Looking Information

This news release contains forward-looking information. All information, other than information of historical fact, constitute "forward-looking statements" and includes any information that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including the Corporation's strategy, plans or future financial or operating performance.