

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Prosper Gold Corp. (“**Prosper Gold**” or the “**Company**”)  
2300 – 1177 West Hastings Street  
Vancouver, B.C., Canada V6E 2K3

Phone: (604) 638-3663

**Item 2. Date of Material Change**

December 17, 2018

**Item 3. News Release**

The news release announcing this material change was disseminated via GlobeNewswire on December 17, 2018.

**Item 4. Summary of Material Change**

On November 29, 2018, Prosper Gold completed a non-brokered private placement financing of \$350,000.04 (the “Private Placement”), through the issuance of 2,916,667 flow-through units of the Company (the “**Flow-Through Units**”) at a price of \$0.12 per Flow-Through Unit.

**Item 5. 5.1 - Full Description of Material Change**

On December 17, 2018, Prosper Gold completed a non-brokered private placement financing of \$350,000.04 through the issuance of 2,916,667 flow-through units of the Company at a price of \$0.12 per Unit.

Each Flow-Through Unit consists of one common share of the Company that qualifies as a “flow-through share” for the purposes of the *Income Tax Act* (Canada) (a “**FT Share**”) and one-half of one non-transferable non-flow through common share purchase warrant (each whole warrant, a “**NFT Warrant**”). Each NFT Warrant entitles the holder thereof to purchase one additional common share of the Company (a “**NFT Warrant Share**”) at an exercise price of \$0.17 per NFT Warrant Share for a period of 24 months from the Closing Date.

In the event that Prosper Gold’s common shares trade at a closing price on the TSX Venture Exchange (the “**TSX-V**”) of greater than \$0.25 per common share for a period of 20 consecutive trading days at any time after the closing date of the Private Placement, Prosper may accelerate the expiry date of the NFT Warrants by giving notice to the holders thereof and in such case the NFT Warrants will expire on the 30<sup>th</sup> day after the date on which such notice is given by Prosper Gold (the “**Acceleration Trigger**”).

Prosper Gold expects to use the net proceeds from the Private Placement to fund exploration activities in Ontario.

All securities issued pursuant to the Private Placement will be subject to a four month and one day hold period in accordance with applicable securities laws. The securities described herein have not been, and will not be, registered under the Flow-Through United States Securities Act of 1933, as amended, and were not permitted to be offered or sold within the Flow-Through United States absent registration or an applicable exemption from the registration requirements of such Act.

**5.2 Disclosure of Restructuring Transactions**

N/A

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7. Omitted Information**

N/A

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and the Report and may be contacted:

Peter Bernier, President  
Phone: (604) 638-3663

**Item 9. Date of Report** Prosper Gold expects to use the net proceeds from the Private Placement to fund exploration activities in Ontario and for working capital and general corporate purposes.

DATED at Vancouver, British Columbia, this 17th day of December, 2018.