

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the issuance of 2,000,000 units of Prosper Gold Corp. (the “**Company**”) at a price of \$0.05 per unit (the “**Units**”) for aggregate consideration of \$100,000. Each Unit consists of one common share (a “**Common Share**”) of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire one common share of the Company at a price of \$0.08 until the date that is 24 months following completion of the Private Placement (as defined below).

In the event that the Company’s common shares trade at a closing price on the TSX Venture Exchange (the “**TSXV**”) of greater than \$0.15 per common share for a period of 20 consecutive trading days at any time after the closing date of the Private Placement, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

The Company’s head office address is as follows:

Suite 2300, 1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Common Shares and Warrants were acquired on a private placement basis. The Company’s common shares are traded on the TSXV.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

The Common Shares and Warrants were acquired by Pete Bernier (the “**Acquiror**”).

The address of the Acquiror is as follows:

5849 Dale Avenue
Summerland, BC

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On September 9, 2019, the Acquiror acquired 2,000,000 Units in connection with the Company's private placement of 20,000,000 Units at a price of \$0.05 per Unit for gross proceeds to the Company of \$1,000,000, which closed on September 9, 2019 (the "**Private Placement**").

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

As a result of the Private Placement, the Acquiror acquired ownership and control of 2,000,000 Common Shares and 2,000,000 Warrants of the Company. Prior to acquiring the Units, the Acquiror owned 6,494,424 Common Shares, 1,085,000 stock options ("**Options**") and 41,667 Warrants, with each Option and Warrant entitling the holder to purchase one Common Share. The 6,494,424 Common Shares represented 10.75% of the total number of issued and outstanding Common Shares prior to giving effect to the Private Placement. If all of the Warrants and Options held by the acquiror were exercised prior to giving effect to the Private Placement, an aggregate of 7,621,091 Common Shares would have been owned by the Acquiror, representing approximately 12.38% of the Company's issued and outstanding Common Shares on a partially-diluted basis.

Immediately following the acquisition of the Units and after giving effect to the Private Placement, the Acquiror owned a total of (i) 7,828,105 Common Shares representing approximately 10.56% of the Company's issued and outstanding Common Shares; (ii) 2,041,667 Warrants; and (iii) 1,085,000 Options. Assuming exercise of all of the Warrants and Options held by the Acquiror, an aggregate of 11,621,091 Common Shares would be owned by the Acquiror, representing approximately 13.91% of the Company's issued and outstanding Common Shares on a partially-diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired ownership and control of the Units.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before

and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

The Acquiror has ownership and control over all of the securities referred to in Item 3.1 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

See Item 3.1 above

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Units were acquired at a price of \$0.05 per Unit for aggregate consideration of \$100,000.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Items 2.2 and 4.1 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Acquiror acquired the Units for investment purposes. The Acquiror may from time to time acquire additional securities, exercise convertible securities, dispose of some or all of the existing or additional securities or may continue to hold the securities of the Company.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not Applicable.

Item 9 – Certification

Certificate

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 10th day of September, 2019.

By: (Signed) “Pete Bernier”
Pete Bernier