

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

September 9, 2019

Item 3. News Release

The news release announcing this material change was disseminated via GlobeNewswire on September 9, 2019.

Item 4. Summary of Material Change

On September 9, 2019, Prosper Gold completed a non-brokered private placement financing of \$1,000,000 (the “Private Placement”), through the issuance of 20,000,000 units of the Company (the “Units”) at a price of \$0.05 per Unit.

Item 5. 5.1 - Full Description of Material Change

On September 9, 2019, Prosper Gold completed a non-brokered private placement financing of \$1,000,000 through the issuance of 20,000,000 units of the Company at a price of \$0.05 per Unit.

Each Unit issued under the Private Placement consists of one common share (“Prosper Share”) and one common share purchase warrant (a “Warrant”) with each Warrant exercisable to acquire one Prosper Share for a period of 24 months at an exercise price equal to \$0.08.

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 \$0.15 per common share for a period of 20 consecutive trading days at any time after the closing date of the Offering, Prosper Gold 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 Prosper Gold (the “**Acceleration Trigger**”).

Prosper Gold expects to use the net proceeds from the Private Placement to fund exploration activities and for working capital and general corporate purposes.

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 United States Securities Act of 1933, as amended, and were not permitted to be offered or sold within the 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 9th day of September, 2019.