

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

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

Prosper Gold Corp. (“**Prosper Gold**” or the “**Company**”)  
330 – 890 West Pender Street  
Vancouver, B.C., Canada V6C 1J9

Phone: (604) 638-3663

**Item 2. Date of Material Change**

November 28, 2022

**Item 3. News Release**

The news release announcing this material change was disseminated via GlobeNewswire on November 28, 2022.

**Item 4. Summary of Material Change**

On November 28, 2022, Prosper Gold Corp. ("Prosper" or the "Company") announced that it has entered into a definitive royalty purchase agreement (the “Purchase Agreement”) with Perry English, pursuant to which Prosper has agreed to purchase 100% of Mr. English’s right, title and interest in a 2% net smelter return royalty (the “Royalty”) on Prosper’s Skinner Gold Property located in the Province of Ontario.

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

On November 18, 2022, Prosper Gold Corp. has entered into a definitive royalty purchase agreement with Perry English, pursuant to which Prosper has agreed to purchase 100% of Mr. English’s right, title and interest in a 2% net smelter return royalty on Prosper’s Skinner Gold Property located in the Province of Ontario (the “Transaction”). On closing of the Transaction, subject to the prior approval of the TSX-Venture Exchange (the “TSXV”), Prosper will issue to Mr. English 160,000 common shares in the capital of Prosper (the “Consideration Shares”) as consideration for the sale and transfer of the Royalty.

**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: (250) 316-6644

**Item 9.**

**Date of Report**

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of November 2022.