

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 issued and outstanding common shares (the “**Common Shares**”) in the capital of Prosper Gold Corp. (the “**Company**”).

The Company’s head office address is as follows:

2710 – 200 Granville Street
Vancouver, BC
V6C 1S4

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 Units (as defined below) were acquired through a private placement of the Company.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Carnivore Capital Corp. (“**Carnivore**”), a company governed under the laws of British Columbia and wholly owned and controlled by Peter Bernier (the “**Acquiror**”), President and Chief Executive Officer of the Company.

The address of the Acquiror is as follows:

5849 Dale Avenue
Summerland, BC
V9H 1Z9

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 November 22, 2023, Carnivore acquired 1,000,000 units (“**Units**”) through a private placement of the Company at a price of \$0.10 per Unit (the “**Acquisition**”). Each Unit consists of one Common Share and one common share purchase warrant (“**Warrants**”).

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 part of the Acquisition, Carnivore acquired 1,000,000 Units.

Prior to the Acquisition, the Acquiror owned or controlled an aggregate of 3,696,000 Common Shares, 562,500 stock options ("**Options**"), 250,000 Warrants and 450,000 restricted share units ("**RSUs**" and together with Options and Warrants, "**Convertible Securities**"), with each Convertible Security entitling the holder to purchase one Common Share per Convertible Security, subject to its terms. The 3,696,000 Common Shares owned or controlled by the Acquiror prior to the Acquisition represented 11.47% of the total number of issued and outstanding Common Shares. If all of the Convertible Securities held by the Acquiror were exercised prior to the Acquisition, the Acquiror would own or control an aggregate of 4,958,500 Common Shares, representing approximately 14.81% of the issued and outstanding Common Shares on a partially diluted basis.

Immediately following the Acquisition, the Acquiror owned or controlled an aggregate of (i) 4,696,000 Common Shares representing approximately 12.32% of the Company's issued and outstanding Common Shares; (ii) 1,250,000 Warrants; (iii) 562,500 Options and (iv) 450,000 RSUs. If all of the Convertible Securities held by the Acquiror were exercised immediately following the Acquisition, the Acquiror would own or control an aggregate of 6,958,500 Common Shares, representing approximately 17.25% of the 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.

See Item 3.1 above.

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,

See 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 \$0.10 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.**

Not applicable.

- 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 Units were acquired for investment purposes. Depending on market conditions, 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.

See Item 3.1.

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 23rd day of November, 2023.

By:



Pete Bernier