

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Prosper Gold Corp. (“**Prosper Gold**” or the “**Company**”)
2710 – 200 Granville Street
Vancouver, B.C., Canada V6C 1S4

Phone: (604) 638-3663

Item 2. Date of Material Change

November 28, 2023

Item 3. News Release

The news release announcing this material change was disseminated via GlobeNewswire on November 28, 2023.

Item 4. Summary of Material Change

On November 28th 2023, Prosper Gold (the “Company”) closed a \$105,000 second tranche of a non-brokered private placement of up to \$1,000,000 of hard dollar units (“HD Units”) and flow-through shares (“FT Shares”) of the Company (the “Financing”).

Item 5. 5.1 - Full Description of Material Change

On November 28, 2023, the Company closed the second tranche (the “Second Tranche”) of the previously announced non-brokered private placement financing (the “Financing”) (i) of units (each, a “Unit”) and (ii) common shares of the Company that qualify as “flow through shares” for purposes of the Income Tax Act (Canada) (“FT Shares”).

The Second Tranche consisted of 1,050,000 Units at a price of \$0.10 per Unit, for gross proceeds to the Company of \$105,000. Each Unit consists of one common share of the Company (each, a “Common Share”) and one common share purchase warrant (each, a “Warrant”). Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.20 (the “Warrant Exercise Price”) for a period of 36 months following the closing date. The Company did not issue any FT Shares under the Second Tranche.

In connection with the Second Tranche, the Company paid \$5,250 in cash and issued 52,500 common share purchase warrants (each, a “Broker Warrant”) to finders at closing. Each Broker Warrant is non-transferable and exercisable for one Common Share for a period of 36 months following closing at the Exercise Price.

The Company closed the first tranche of the Financing on November 22, 2023. Under the first and second tranches of the Financing, the Company raised aggregate gross proceeds of \$867,000. Prosper Gold expects to use the net proceeds from the Financing to fund exploration activities at the Company’s Golden Sidewalk Project and for working capital and general corporate purposes.

All securities issued pursuant to the Financing 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: (250) 316-6644

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 28th day of November 2023.