

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Prosper Gold Corp. (“**Prosper Gold**” or the “**Company**”)
1570 – 200 Burrard Street
Vancouver, B.C., Canada V6C 3L6

Phone: (604) 638-3663

Item 2. Date of Material Change

December 20, 2024

Item 3. News Release

The news release announcing this material change was disseminated via GlobeNewswire on December 20, 2024.

Item 4. Summary of Material Change

Prosper Gold Corp. ("Prosper Gold" or the "Company") has closed the second tranche of a private placement financing of common shares in the capital of the Company that qualify as “flow-through shares” for the purposes of the Income Tax Act (Canada) (each, a “FT Share”). The second tranche of the financing consisted of 1,818,182 FT Shares at a price of \$0.11 per FT Share, for gross proceeds to the Company of \$200,000 (the “Second Tranche”).

Item 5. 5.1 - Full Description of Material Change

The Company closed the second tranche of a private placement financing of common shares in the capital of the Company that qualify as “flow-through shares” for the purposes of the Income Tax Act (Canada) (each, a “FT Share”). The second tranche of the financing consisted of 1,818,182 FT Shares at a price of \$0.11 per FT Share, for gross proceeds to the Company of \$200,000 (the “Second Tranche”).

In connection with the Second Tranche, the Company paid \$14,000 in cash and issued 127,272 common share purchase warrants (each, a "Broker Warrant") to finders at closing. Each Broker Warrant is non-transferable and exercisable for one common share in the capital of the Company for a period of 36 months following the date hereof, at an exercise price of \$0.20.

Prosper Gold expects to use the net proceeds from the Second Tranche to fund exploration activities at the Company’s Cyprus Project.

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 20th day of December 2024.