

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

April 2, 2025

Item 3. News Release

The news release announcing this material change was disseminated via GlobeNewswire on April 2, 2025.

Item 4. Summary of Material Change

Prosper Gold Corp. ("Prosper Gold" or the "Company") announces that it has closed a private placement of 5,250,000 FT shares at a price of \$0.10 per FT Share for aggregate gross proceeds to the Company of \$525,000 (the “Financing”).

Item 5. 5.1 - Full Description of Material Change

The Company closed its non-brokered private placement financing (the “Financing”) of FT Shares.

The Financing (the “Private Placement”) 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 Private Placement consisted of 5,250,000 FT Shares at a price of \$0.10 per FT Share, for gross proceeds to the Company of \$525,000.

In connection with the Private Placement, the Company paid \$7,000 in cash and issued 70,000 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 24 months following the date hereof, at an exercise price of \$0.20.

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

The Private Placement involves the issuance of 4,250,000 FT Shares (for a subscription amount of \$425,000) to related parties (as such term is defined under Multilateral Instrument 61-101 –Protection of Minority Security Holders in Special Transactions (“MI 61-101”)) and therefore constitutes a related party transaction under MI 61-101. This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(a) of MI 61-101, as the fair market value of the FT Shares distributed and the consideration received from related parties under the Private Placement does not exceed 25% of the Company's market capitalization.

All securities issued under 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: (250) 316-6644

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 2nd day of April, 2025.