

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

Item 1. Name and Address

Prospera Energy Inc. (the “**Company**”)
Suite 730, 444 - 7th Avenue SW
Calgary, AB T2P 0X8

Item 2. Date of Material Change

September 12, 2023

Item 3. News Release

The news release describing the material change was disseminated on September 12, 2023 through Globe Newswire and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that the Corporation has accrued indebtedness b the Corporation's convertible debenture holders (the “Debt”) in the amount of \$376,050.76 (the 'Debt') for interest expenses. The Corporation has the option to pay Creditors interest in either cash or in shares at market price, at the Corporation's discretion, and has agreed to settle the Debt by the issuance of fully paid common shares in the capital of the Corporation.

The Corporation Intends to settle the Debt at a price per Common Share of \$0.105, for an aggregate amount of 3,581,434 Common Shares.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that the Corporation has accrued indebtedness b the Corporation's convertible debenture holders (the “Debt”) in the amount of \$376,050.76 (the 'Debt') for interest expenses. The Corporation has the option to pay Creditors interest in either cash or in shares at market price, at the Corporation's discretion, and has agreed to settle the Debt by the issuance of fully paid common shares in the capital of the Corporation. ('Common Shares”).

This Interest payable will reduce the current liabilities, in turn further Improving Its current ratio and liabilities related to the settlement of historical arrear. The Corporation Intends to settle the Debt at a price per Common Share of \$0.105, for an aggregate amount of 3,581,434 Common Shares. The common shares will be subject to a four-month hold period. The transaction is subject to the approval of the TSX Venture Exchange.

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Samuel David, President, CEO
Telephone: 403-454-9010

Item 9. Date of Report

September 14, 2023.