

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

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

November 18, 2024

Item 3. News Release

The news release describing the material change was disseminated on November 18, 2024 through Globe Newswire and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that Jasdip Dhaliwal and Samuel David have both resigned from the Board of Directors effective immediately.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that Jasdip Dhaliwal and Samuel David have both resigned from the Board of Directors for personal reasons, effective immediately.

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:

Chris Ludtke, Chief Financial Officer
Telephone: 403-454-9010

Item 9. Date of Report

December 3, 2024.