

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Prosper Gold Corp. (“**Prosper Gold**” or the “**Company**”)
468 B Reid Street
Quesnel, B.C., Canada V2J 2M6

Phone: (250) 992-6644
Facsimile: (250) 992-6643

Item 2. Date of Material Change

August 6, 2013

Item 3. News Release

The news release announcing this material change was disseminated via Marketwire on August 6, 2013.

Item 4. Summary of Material Change

Prosper Gold Corp. announces that further to its news releases dated May 7 and July 18, 2013, the Company will be adding a “flow-through” common share component to its previously announced non-brokered private placement (the “**Private Placement**”). The Private Placement now provides for the issuance of up to \$2.0 million of units of the Company (the “**Units**”) at a price of \$0.35 per Unit and up to \$500,000 of “flow-through” shares of the Company (the “**FT Shares**”) at a price of \$0.40 per FT Share for gross proceeds of up to \$2,500,000.

Item 5. 5.1 - Full Description of Material Change

Prosper Gold Corp. announces that further to its news releases dated May 7 and July 18, 2013, the Company will be adding a “flow-through” common share component to its previously announced non-brokered private placement (the “**Private Placement**”). The Private Placement now provides for the issuance of up to \$2.0 million of units of the Company (the “**Units**”) at a price of \$0.35 per Unit and up to \$500,000 of “flow-through” shares of the Company (the “**FT Shares**”) at a price of \$0.40 per FT Share for gross proceeds of up to \$2,500,000.

Each Unit will consist of one common share and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant shall be exercisable to acquire one common share for a period of 24 months at an exercise price equal to \$0.60. In the event that Prosper Gold’s common shares trade at a closing price on the TSX Venture Exchange of greater than \$0.80 per share for a period of twenty consecutive trading days at any time after the closing date of the Private Placement, Prosper may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by Prosper Gold. The financing will be non-brokered; however, the Company may pay finder’s fees in accordance in the rules and policies of the TSX Venture Exchange (the “**TSX-V**”). The financing is subject to the approval of the TSX-V.

The Company may, at any time prior to the closing of the Private Placement, increase the size of the Private Placement by up to an additional \$2.5 million (in aggregate) by issuing up to an additional \$1.0 million of Units and up to an additional \$1.5 million of FT Shares on the same terms and at the same price as the Units and FT Shares sold under the Private Placement.

The Private Placement is being conducted concurrently with the Company’s proposed qualifying transaction under Policy 2.4 of the TSX-V. For avoidance of any doubt, the flow-through portion of the Private Placement does not include the issuance of any warrants of the Company.

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) 992-6644

Item 9. Date of Report

DATED at Quesnel, British Columbia, this 12th day of August, 2013.