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 30, 2013

Item 3. News Release

The news release announcing this material change was disseminated via Marketwire on August 30, 2013.

Item 4. Summary of Material Change

Prosper Gold is pleased to announce that it has received TSX Venture Exchange final approval for its Qualifying Transaction and completed its private placement.

Item 5. 5.1 - Full Description of Material Change

Prosper Gold is pleased to announce that it has received TSX Venture Exchange final approval for its Qualifying Transaction and completed its private placement.

Resumption of Trading

Effective September 3, 2013, the Company’s common shares will commence trading on the TSX Venture Exchange (the “**Exchange**”) under the trading symbol PGX.

The Qualifying Transaction

Pursuant to an option agreement (the “**Option Agreement**”) dated July 15, 2013 between the Company and Firesteel Resources Inc. (“**Firesteel**”), the Company may acquire up to an 80% interest in certain mining claims on the Sheslay property (the “**Property**”) located in northwestern British Columbia.

The Property is a porphyry copper-gold discovery located approximately 50 kilometers northwest of Telegraph Creek, B.C. and consists of 19 claims covering approximately 6,800 hectares and contains five alkali, porphyry copper-gold targets in the resource-rich Stikine Arch area of northwestern B.C. The Property is 100% owned by Firesteel. Additional information on the Property is disclosed in a National Instrument 43-101 (“**NI 43-101**”) compliant technical report with respect to the Property entitled “National Instrument 43-101 Technical Report on the Sheslay Property: Atlin Mining Division; Northern British Columbia, Canada”, written by Linda Caron, M.Sc., P. Eng. and dated May 27, 2013, as revised on July 26, 2013, which has been filed on SEDAR.

Private Placement

Concurrent with the Qualifying Transaction, the Company completed a private placement (the “**Non-Flow-Through Financing**”) of a total of 8,329,359 units (“**Units**”) at a price of $0.35 for gross proceeds of $2,915,275. Each Unit consists of one common share (“**Prosper Share**”) and one-half of one Prosper Share purchase warrant (each whole warrant, a “**Warrant**”) with each Warrant exercisable to acquire one Prosper 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 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, defined below, 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 Company also completed a private placement (the "**Flow-Through Financing**", and together with the Non-Flow-Through Financing, the "**Private Placement**") of a total of 1,750,000 flow-through shares ("**Flow-Through Share**", and together with the Units, the "**Securities**") at a price of $0.40 per Flow-Through Share for gross proceeds of $700,000.

The Securities bear a four month hold period. Finder's fees totaling approximately $116,562 cash and 317,854 broker warrants were paid in accordance with the policies of the Exchange. Each broker warrant is exercisable into one Prosper Share for a period of 24 months at an exercise price equal to $0.60.

The gross proceeds raised from the Flow-Through Financing will be used for exploration expenditures which will constitute Canadian exploration expenses (as defined in the *Income Tax Act* (Canada)) and will be renounced in an applicable income tax year. The net proceeds from the Non-Flow-Through Financing will be used for exploration expenditures and general and administrative expenses.

At the closing of the Qualifying Transaction, Prosper Gold had 24,961,042 Prosper Shares issued and outstanding.

Grant of Options

Concurrently with the closing of the Company's Qualifying Transaction, the Company has granted an aggregate of 2,400,000 incentive options (the "**Options**") to purchase common shares of Prosper Gold exercisable at a price of $0.42 per common share until five years from the date of grant to directors, officers, employees and consultants of the Company.

The Options are granted pursuant to the Company's stock option plan, which was approved by shareholders at the Company's annual general meeting of shareholders held on April 30, 2013. The Company's stock option plan and the grant of the Options is subject to the final approval by the Exchange.

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 3rd day of September, 2013.