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, BC
V2J 2M6

Item 2. Date of Material Change

May 8, 2014

Item 3. News Release

A news release announcing this material change was disseminated via Marketwire on May 8, 2014 and a copy has been filed on SEDAR.

Item 4. Summary of Material Changes

On May 8, 2014, Prosper Gold announced that it had completed a previously announced private placement financing (the "**Private Placement**") pursuant to which the Company issued 6,000,000 units of the Company (the "**Units**") at a price of $0.50 per Unit for gross proceeds to the Company of $3,000,000.

Item 5. 5.1 – Full Description of Material Change

On May 8, 2014, the Company announced that it had completed the Private Placement pursuant to which the Company issued 6,000,000 Units at a price of $0.50 per Unit for gross proceeds to the Company of $3,000,000.

Each Unit issued under the Private Placement consists of one common share ("**Prosper Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**") with each Warrant exercisable to acquire one Prosper Share for a period of 36 months at an exercise price equal to $0.75. In the event that Prosper Gold's common shares trade at a closing price on the TSX Venture Exchange of greater than $1.00 per share for a period of twenty consecutive trading days at any time after the closing date of the Private Placement, Prosper Gold 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 "**Acceleration Provision**"). Prosper Gold is also pleased to announce that existing Insiders have collectively subscribed for more than 1,000,000 Units.

In connection with the Private Placement and in accordance with the policies of the TSX Venture Exchange, finder's fees totaling approximately $50,000 in cash were paid and approximately 100,000 common share purchase warrants (each, a "**Finder Warrant**") were issued. Each Finder Warrant is non-transferable and exercisable for one Prosper Share for a period of 36 months following closing at an exercise price equal to $0.50. The Finder Warrants contain the same Acceleration Provision as the Warrants comprising the Units.

Prosper Gold expects to use the net proceeds from the Private Placement to fund exploration activities for 2014 at the Company's Star Porphyry Copper Gold Project (the "**Property**") and for working capital and general corporate purposes. The Property is optioned from Firesteel Resources Inc.

All securities issued pursuant to 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 for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact Peter Bernier, President of the Company at (250) 992-6644.

Item 9. Date of Report

May 8, 2014.