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

March 1, 2016

Item 3. News Release

The news release announcing this material change was disseminated via Marketwire on March 1, 2016.

Item 4. Summary of Material Change

Prosper Gold entered into a definitive agreement (the "**Option Agreement**") with Alexandria Minerals Corporation (TSXV: AZX) ("**Alexandria**"), whereby Alexandria has granted the Company the option to acquire a 90% interest in the Wydee and Matachewan claims in central Ontario (collectively, the "**Properties**").

Item 5. 5.1 - Full Description of Material Change

Prosper Gold entered into the Option Agreement with Alexandria, whereby the Alexandria has granted the Company the option to acquire a 90% interest in the Properties.

The Option Agreement on the Properties calls for the Company to issue up to 750,000 Prosper Gold shares and for work expenditures totaling $5,000,000 over 5 years in order for the Company to earn a 75% interest in the Properties. Upon the Company acquiring a 75% interest in a Property, the Company and Alexandria will enter into a joint venture for the exploration and development of the Property. The Company may earn a further 15% interest in a Property upon completion of a National Instrument 43-101 resource calculation of 1.5M oz Au.

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 1st day of March, 2016.