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

July 6, 2016

Item 3. News Release

The news release announcing this material change was disseminated via Marketwire on July 6, 2016.

Item 4. Summary of Material Change

On July 6, 2016, Prosper Gold closed on the $1,000,000 first tranche of its non-brokered private placement financing previously announced on June 13, 2016 and June 27, 2016 (the "Private Placement").

Item 5. 5.1 - Full Description of Material Change

On July 6, 2016, Prosper Gold closed on the $1,000,000 first tranche of its non-brokered private placement financing previously announced on June 13, 2016 and June 27, 2016.

The first tranche consisted of 4,000,000 hard dollar units ("Units") for gross proceeds of $1,000,000 at a price of $0.25 per Unit, with each Unit consisting of one common share (a "Prosper Share") and one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable for one Prosper Share at a price of $0.35 for a period of 36 months from the date of closing of the financing.

In connection with the Private Placement and in accordance with the policies of the TSX Venture Exchange, finder's fees totaling approximately $9,125 in cash were paid and approximately 73,500 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 $0.35.

All securities issued pursuant to this 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. The net proceeds from the non-flow-through portion of the Private Placement will be used to fund exploration activities for 2016 and for working capital and general corporate purposes.

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 6th day of July, 2016.