Form 51–102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Prosper Gold Corp. ("**Prosper Gold**" or the "**Company**")
1570 – 200 Burrard Street
Vancouver, B.C., Canada V6C 3L6

Phone: (604) 638-3663

Item 2. Date of Material Change

July 25, 2024

Item 3. News Release

The news release announcing this material change was disseminated via GlobeNewswire on July 25, 2024.

Item 4. Summary of Material Change

Prosper Gold Corp. ("Prosper Gold" or the "Company") announces that it has closed a private placement of 3,875,000 flow-through units (each, a "FT Unit") at a price of $0.12 per FT Unit for aggregate gross proceeds to the Company of $465,000 (the "Financing").

Item 5. 5.1 - Full Description of Material Change

The Company has closed a private placement of 3,875,000 flow-through units (each, a "**FT Unit**") at a price of $0.12 per FT Unit for aggregate gross proceeds to the Company of $465,000 (the "**Financing**").

Each Unit consists of one common share of the Company that qualify as "flow through shares" for purposes of the *Income Tax Act* (Canada) (each, a "**FT Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to acquire one common share of the Company (each, a "**Common Share**") at an exercise price of $0.20 (the "**Exercise Price**") for a period of 24 months following the closing date (the "**Closing Date**").

The Company paid an aggregate of $6,972 in cash and issued an aggregate of 58,100 common share purchase warrants (each, a "**Broker Warrant**") to finders in connection with closing the Financing. Each Broker Warrant is non-transferable and exercisable for one Common Share at the Exercise Price for a period of 24 months following the Closing Date.

Prosper Gold expects to use the net proceeds from the Financing to fund exploration activities at the Company's Cyprus Project.

The Financing involves related parties (as such term is defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and therefore constitutes a related party transaction under MI 61-101. This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(a) of MI 61-101, as the fair market value of the securities to be distributed and the consideration to be received for the securities under the Financing does not exceed 25% of the Company's market capitalization.

All securities issued pursuant to the Financing 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 company also announces that it has granted 500,000 stock options ("**Options**") to each of Jim Miller-Tait , Jason Hynes and Wes Carson exercisable at a price of $0.15 per share for a period of five years and that vest equally every six months over a two-year period. The Options have been granted in accordance with the policies of the TSX Venture Exchange and the conditions of the company's stock option plan.

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) 316-6644

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 25th day of July 2024.