PROSPER GOLD CORP.
Suite 1570 – 200 Burrard Street
Vancouver, British Columbia V6C 3L6

NOTICE OF ANNUAL GENERAL MEETING
("Notice")

TAKE NOTICE that the **ANNUAL GENERAL AND SPECIAL MEETING (**the "**Meeting**") of the shareholders of **PROSPER GOLD CORP.** (hereinafter, the "**Company**") will be held at Suite 1570 – 200 Burrard Street, Vancouver, British Columbia, on the 20th day of August, 2026 at the hour of 10:00 am. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended October 31, 2025;
2. to elect directors, each of whom will serve until the next annual general meeting of the Company's shareholders or until his or her successor is duly elected or appointed if his or her office is vacated earlier in accordance with the Company's articles or if he or she becomes disqualified to act as a director;
3. to consider and, if thought fit by the shareholders, approve the sale by the Company of its 100% interest in certain mineral claims located in Ontario comprising the Company's Golden Sidewalk Project (the "Golden Sidewalk Project") to Kenorland Exploration Ltd. ("Kenorland") pursuant to a purchase agreement dated June 17, 2026 (the "Agreement") for cash consideration of $1,000,000 (the "Transaction");
4. to consider and, if thought fit by the shareholders, to appoint the auditor and to authorize the directors to fix their compensation;
5. to transact such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting is the information circular, a form of proxy (the "**Proxy**") or request for voting instructions ("**VIF**"), and non-registered shareholders will receive a separate Financial Statement Request Form. The information circular includes more detailed information relating to the matters to be addressed at the Meeting. The information circular is deemed to form a part of this Notice.

Shareholders of the Company unable to attend the Meeting in person should read the notes to the Proxy and complete and return the Proxy to the Company's registrar and transfer agent Computershare Investor Services Inc., Attention: Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, or by fax at 1-866-249-7775 (within North America) or 416-263-9524 (outside North America), not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

If you are a non-registered shareholder of the Company and received these materials either from the Company or through your broker or another intermediary, please complete and return the VIF in accordance with the specific instructions, and by the deadline specified, in the VIF. Please ensure you carefully follow the instructions set out in the VIF, including those specifying where and when the VIF is to be returned.

Only holders of common shares of the Company of record at the close of business on July 14th, 2026 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 14th day of July, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

Peter Bernier,
President & CEO

PROSPER GOLD CORP.
Suite 1570 - 200 Burrard Street
Vancouver, British Columbia V6C 3L6

INFORMATION CIRCULAR
AS AT July 14th, 2026

This information circular (the "**Information Circular**") accompanies the notice of the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of PROSPER GOLD CORP. (hereinafter called the "**Company**") to be held at Suite 1570 – 200 Burrard Street, Vancouver, British Columbia, on the 20th day of August, 2026 at the hour of 10:00 a.m. (Vancouver time) and is furnished in connection with a solicitation of proxies by the board of directors of the Company (the "**Board**") for use at that Meeting and at any adjournment thereof. The solicitation will be by mail. Proxies may also be solicited personally or by telephone by regular employees of the Company. The Company does not reimburse Shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by agents. The cost of solicitation will be borne by the Company. In addition to the usual annual general meeting business, shareholders are being asked to consider and, if deemed advisable, to vote **FOR** the Transaction Resolution approving the Transaction, being the sale by the Company of its 100% interest in certain mineral claims located in Ontario comprising the Company's Golden Sidewalk Project (the "**Golden Sidewalk Project**") to Kenorland Exploration Ltd. ("**Kenorland**") pursuant to a purchase agreement dated June 17, 2026 (the "**Agreement**") for cash consideration of $1,000,000 (the "**Transaction**").

GENERAL PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the Shareholder's proxyholder. The person(s) whose name(s) are printed in the enclosed form of proxy for the Meeting are officers or directors of the Company (the "**Management Proxyholders**").

A Shareholder has the right to appoint a person or company other than a Management Proxyholder to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the name of the desired representative in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.

Voting By Proxy

The common shares of the Company (the "**Shares**") represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the Shareholder on any ballot that may be called for.

If no choice is specified and one of the Management Proxyholders is appointed by a Shareholder as proxyholder, such person will vote in favour of the matters proposed at the Meeting and for all other matters proposed by management at the Meeting.

The enclosed form of proxy confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

Completion and Return Of Proxy

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 14th floor, 320 Bay Street, Toronto, Ontario, M5H 4A6, or by fax at 1-866-249-7775 (within North America) or 416-263-9524 (outside North America) (the "**Transfer Agent**"), not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

Non-Registered Holders

Only registered Shareholders ("Registered Shareholders") or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are "non-registered" Shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a Registered Shareholder in respect of Shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has elected to send the notice of meeting, this Information Circular and the proxy (collectively, the "**Meeting Materials**") directly to the NOBOs. The Company will not be mailing materials to the OBOs. The Company does not intend to pay for Intermediaries to forward to OBOs the Meeting Materials, and an OBO will not receive the Meeting Materials unless the OBO's Intermediary assumes the cost of delivery.

The Meeting Materials are being sent to both Registered Shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is similar to the proxy provided to registered shareholders of the Company. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set**

out in the VIF including those regarding when and where the VIF is to be delivered.

Revocability Of Proxy

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation by any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Company at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for their respective Intermediaries to revoke the proxy on their behalf.**

Voting Securities And Principal Holders Of Voting Securities

The Company is authorized to issue an unlimited number of Shares without par value. As at the date hereof, there are 62,007,385 Shares issued and outstanding. Each Shareholder is entitled to one vote for each Share registered in his name on the list of Shareholders, which is available for inspection during normal business hours at the office of the Transfer Agent and at the Meeting.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company, except as follows:

Name of Shareholder	Number of Common Shares Held	Percentage of Issued & Outstanding Common Shares
Peter Bernier(1)	11,672,000	18.82%

The directors have determined that all Shareholders of record as of the 14th day of July, 2026 (the "**Record Date**") will be entitled to receive notice of and to vote at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular:

(a) "**Chief Executive Officer**" or "**CEO**" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

(b) "**Chief Financial Officer**" or "**CFO**" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year; and

(c) "**Named Executive Officer**" or "**NEO**" means each of the following individuals:

(i) a CEO;

(ii) a CFO;

(iii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and

(iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

1. <u>Named Executive Officers</u>

During the fiscal year ended October 31, 2025 the Company had four Named Executive Officers, namely:

(a) Peter Bernier, the President and Chief Executive Officer of the Company;

(b) James Hedalen, the Chief Operating Officer of the Company;

(c) Rory Ritchie, the Vice President of Exploration of the Company; and

(d) Sharon Lee, the Chief Financial Officer of the Company.

2. <u>Compensation Discussion and Analysis</u>

<u>Philosophy and Objectives</u>

The Company is a junior resource company. The compensation program for the senior management of the Company is designed with an aim to ensure the level and form of compensation achieves certain objectives, including:

a) attracting and retaining qualified executives;

b) motivating the short and long-term performance of these executives; and

c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company employs a combination of base salary, bonuses and equity participation through its amended and restated stock option plan (the "**Stock Option Plan**") and the amended and restated restricted share unit plan (the "**RSU Plan**", and together with the Stock Option Plan, the "**Equity Based Compensation Plans**").

<u>Base Salary</u>

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

<u>Bonus Incentive Compensation</u>

The Company's objective is to achieve certain strategic objectives and milestones. The Board considers executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation following the receipt of submissions by the Company's compensation committee (the "**Compensation Committee**") and the recommendation of the Board. In all cases the Board considers compensation levels of issuers that are similar in size and scope to the Company's operations and stage of development and the milestones achieved by the senior officers.

<u>Equity Participation</u>

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's Stock Option Plan and the RSU Plan.

During the year ended October 31, 2025, the Company did not grant or issue any stock options ("**Options**") or Restricted Share Units ("**RSUs**").

Stock Option Plan

Options are granted under the Stock Option Plan to executives and employees taking into account a number of factors, including the amount and term of Options previously granted, base salary and bonuses and competitive factors. The amounts and terms of Options granted are determined by the Board based on recommendations put forward by the CEO or, in the case of Options granted to executives and directors, the Company's Compensation Committee.

Restricted Share Unit Plan

RSUs may be awarded to the employees, consultants and officers of the Company to recognize and reward significant contributions to the long-term success of the Company. The Compensation Committee shall designate the employee, consultant or officer (the "**RSU Eligible Persons**") and determine the number of RSUs to be granted to each RSU Eligible Person in the Compensation Committee's sole discretion.

Actions, Decisions or Policies Made After October 31, 2025

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Other than as disclosed herein, no actions, decisions or policies have been made since October 31, 2025 that would affect a reader's understanding of NEO compensation.

Risks

The Board has not considered the implications of the risks associated with the Company's compensation policies and practices.

Compensation Consultant

The Compensation Committee first retained Global Governance Advisors ("**GGA**") in 2021 to provide independent compensation and governance advisory services to the Compensation Committee, including a review of the competitiveness of the executive compensation levels for the NEOs and the Board. GGA is an internationally recognized, independent advisory firm that provides counsel to boards of directors on matters relating to executive compensation and governance.

In March 2021, GGA performed a detailed review of the Company's director and executive compensation philosophy and comparative benchmarking. The Company adopted certain recommendations of GGA including the competitive market range for salaries, Options, and RSU's.

The Company incurred the following fees for GGA's work over the past three (3) years:

Financial Year-End	**Executive Compensation-Related Fees** (1)	**All Other Fees** (2)
October 31, 2025	NIL	NIL
October 31, 2024	NIL	NIL
October 31, 2023	NIL	NIL

(1) the aggregate fees billed by each consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the company's directors and executive officers.
(2) the aggregate fees billed for all other services provided by each consultant or advisor, or any of its affiliates, that are not reported under (1) above.

The Compensation Committee reviews all fees and the terms of consulting services provided by its independent compensation consultants before each engagement.

Financial Instruments

A NEO or director is not permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Share-Based and Option-Based Awards

NEOs are eligible under the Stock Option Plan to receive grants of Options and under the Company's RSU Plan to receive grants of RSUs. The Equity Based Compensation Plans are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of its Shares over a stated period of time. The Equity Based Compensation Plans are intended to reinforce commitment to long-term growth in profitability and shareholder value.

Under the Stock Option Plan, the number of Options granted to NEOs is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long-term contribution to the Company will be key to its long-term success. In determining the number of Options to be granted to NEOs, the Board takes into account any recommendations of the Company's Compensation Committee, including as to the number of Options, if any, previously granted to each NEO and the exercise price of any outstanding Options to ensure such grants are in accordance with the TSX Venture Exchange ("**TSX-V**") policies and closely align the interests of the NEOs with the interests of the Shareholders.

Under the RSU Plan, the Compensation Committee shall designate RSU Eligible Persons and determine the number of RSUs to be granted to each RSU Eligible Person in the Compensation Committee's sole discretion. Concurrently, the Compensation Committee shall determine the redemption date. In addition, the Compensation Committee may, at its sole discretion, at the time of the grant of RSUs, make such RSUs subject to performance conditions to be achieved by the Company, the RSU Eligible Persons or a class of RSU Eligible Persons prior to the redemption date.

Compensation Governance

The Board has appointed a Compensation Committee which has assumed the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, for presentation and recommendation to the plenary Board.

The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Compensation Committee also reviews the compensation of senior management on at least an annual basis taking into account compensation paid by other issuers of similar size and activity.

The Company's Compensation Committee is currently comprised of three directors, namely Jim Miller-Tait, Jason Hynes and Peter Bernier. Jim Miller-Tait and Jason Hynes are considered "independent" in that each are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with his ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings and consulting fees.

The Board believes that each current member of the Compensation Committee possesses the skills and experience relevant to the mandate of the Compensation Committee. In addition, the members of the Compensation Committee each have skills and experience that enable them to make decisions on the suitability of the Company's executive compensation policies and practices. Each member of the Compensation Committee has direct operational or functional experience overseeing compensation policies and practices in publicly listed organizations similar in complexity to Prosper Gold.

Mr. Peter Bernier
CEO & Director

Mr. Peter Bernier has more than 40 years of experience in mining exploration and project management. Mr. Bernier was the founder, President & CEO of Richfield Ventures Corp. and was responsible for building, leading and managing the Richfield team, as well as obtaining financing for the company from 2003 until 2011. At Richfield Ventures Corp. Pete was involved in recommendations on compensation matters to boards of directors – including salaries, fees, bonuses and other benefits, and change-of-control packages.

Mr. Jason Hynes, BSc, MBA
Director

Mr. Jason Hynes is currently Vice President, Business Development and Strategy with Royal Gold Inc., a leading precious metal streaming and royalty company. Jason has held other senior roles at public mining companies and spent seven years in National Bank Financial's M&A and mining investment banking groups as a Director of Global Metals & Mining. Mr. Hynes acted as financial advisor to Richfield Ventures Corp. during the acquisition by New Gold in 2011.

Mr. Jim Miller-Tait, P.Geo
Director

Mr. Jim Miller-Tait has over 40 years of continuous exploration, development, underground, and open pit production experience. Mr. Miller-Tait is currently the present Vice President Explorations for Imperial Metals Corporation. He is currently the President of Sikanni Mine Development Ltd., his own geological consulting company, which he founded in 1996.

3. <u>Director and Named Executive Officer Compensation Table</u>

Set out below is a summary of compensation paid or accrued during the Company's two most recently completed financial years to the Company's NEOs and directors for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof.

Compensation Excluding Compensation Securities							
Name and principal position	**Year[(1)]**	**Salary, consulting fee, retainer, or commission ($)**	**Bonus ($)**	**Committee or Meeting Fees ($)**	**Value of perquisites ($)**	**All other compensation ($)**	**Total compensation ($)**
Peter Bernier [(2)] CEO and Director	2025 2024	134,769 241,847	Nil Nil	Nil Nil	Nil Nil	Nil Nil	134,769 241,847
Sharon Lee, CFO	2025 2024	8,903 29,289	Nil Nil	Nil Nil	Nil Nil	Nil Nil	8,903 29,289
James Hedalen [(3)] COO and Director	2025 2024	112,308 201,539	Nil Nil	Nil Nil	Nil Nil	Nil Nil	112,308 201,539

Compensation Excluding Compensation Securities							
Name and principal position	**Year(1)**	**Salary, consulting fee, retainer, or commission ($)**	**Bonus ($)**	**Committee or Meeting Fees ($)**	**Value of perquisites ($)**	**All other compensation ($)**	**Total compensation ($)**
Rory Ritchie VP of Exploration	2025 2024	76,000 160,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	76,000 160,000
Jim Miller-Tait, Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Jason Hynes, Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) November 1 to October 31.
(2) Mr. Bernier was not compensated as a director in the three most recently completed fiscal years.
(3) Mr. Hedalen was not compensated as a director in the last fiscal year.

Stock Options and Other Compensation Securities

During the most recently completed financial year, the Company granted no Stock Options to directors and officers of the Company. No other share-based compensation securities were granted or issued to any NEO or director by the Company or one of its subsidiaries in the financial year ended October 31, 2025, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

As at the financial year end dated October 31, 2025:

(i) Ms. Lee held: 150,000 Options exercisable into 150,000 Shares at an exercise price of $0.15 until September 18, 2029.

(ii) Mr. Miller-Tait held: 500,000 Options exercisable into 500,000 Shares at an exercise price of $0.15 until July 25, 2029.

(iii) Mr. Hynes held: 500,000 Options exercisable into 500,000 Shares at an exercise price of $0.15 until July 25, 2029.

The Options described above have vesting provisions with 1/4 vesting every six months from the date of grant for a total vesting period of two years.

Exercise of Compensation Securities by Directors and NEO's

There were no exercises of compensation securities by directors or Named Executive Officers during the most recently completed financial year.

4. <u>Incentive Plans</u>

Stock Option Plan

The Company has in effect the Stock Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders.

Summary of the Stock Option Plan

The following is a summary of the principal terms of the Stock Option Plan in force as of the date hereof. The Stock Option Plan provides that the number of Shares that may be purchased under the Stock Option Plan shall not exceed 9,201,107 Shares (being 15% of the issued and outstanding Shares as of the date of implementation of the Stock Option Plan), subject to adjustment in accordance with the Stock Option Plan, or such greater number of Shares as shall have been duly approved by the Board and, if required, by the TSX-V. The maximum number of Shares available for issuance under the Stock Option Plan in combination with the RSU Plan (and any other security-based compensation arrangements of the Company) will not exceed 12,401,476 Shares (being 20% of the issued and outstanding Shares as of the date of implementation of the Equity Based Compensation Plans) or such greater number of Shares as shall have been duly approved by the Board and, if required, by the TSX-V. Per TSX-V policies, the aggregate number of Shares reserved for issuance granted to Insiders (as defined by the Stock Option Plan) as a group pursuant to the Stock Option Plan and any Other Share Compensation Arrangement (as defined by the Stock Option Plan) at any time must not exceed 10% of the outstanding Shares, the aggregate number of Options granted to Insiders as a group pursuant to the Stock Option Plan and any Other Share Compensation Arrangement in a 12 month period must not exceed 10% of the outstanding Shares at the time of grant, the total amount of Shares reserved for issuance to any one optionee within a period of 12 months shall not exceed 5% of the outstanding Shares at the time of grant, the total amount of Shares reserved for issuance to any one Consultant (as defined by the Stock Option Plan) within a period of 12 months shall not exceed 2% of the outstanding Shares at the time of grant, the total amount of Shares reserved for all persons conducting Investor Relations Activities (as defined by the Stock Option Plan) within a period of 12 months shall not exceed 2% of the outstanding Shares at the time of the grant, and unless the Company receives Disinterested Shareholder Approval (as defined by the Stock Option Plan) to do so, the number of Shares issued to any person within a 12 month period pursuant to the exercise of Options granted under the Stock Option Plan or any Other Share Compensation Arrangement shall not exceed 5% of the outstanding Shares at the time of the exercise.

The Stock Option Plan provides that it is solely within the discretion of the Board to determine which directors and employees may be awarded Options under the Stock Option Plan, and under what terms they will be granted (including the manner in which an Option shall vest and become exercisable), as well as any amendments or variations to these terms in the event of an Accelerated Vesting Event (as defined by the Stock Option Plan), with such amendments or variations being in compliance with the TSX-V policies.

Options granted under the Stock Option Plan will be for a term not exceeding ten years from the day the Option is granted, as in line with TSX-V policies. Subject to such other terms or conditions that may be attached to the particular Option granted, an Option shall only be exercisable so long as the optionee shall continue to hold office or to be employed by the Company and shall, unless terminated earlier, or extended by the Board, terminate immediately if said optionee is terminated for cause, terminate at the close of business on the date which is no later than 90 calendar days after cessation of office or employment, and in no case exceeding a period of one year, or in the case of the optionee's death, terminate at the close of business on the date which is no later than one year after the date of death, as the case may be.

Under the Stock Option Plan, the exercise price per Option will be determined by the Board, but will in no event be less than the Market Price (as defined in the policies of the TSX-V) of the Shares as at the date of grant. The Options will be non-assignable.

Shares will not be issued pursuant to Options granted under the Stock Option Plan until they have been fully paid for. The Company will not provide financial assistance to Option holders to assist them in exercising their Options. Furthermore, in accordance with Canadian tax laws, the Company will either require optionees to, at the time they exercise their Options, provide a sum equivalent to the total tax withholding and other deductions required for the exercise, or withhold that amount from the total amount paid out to the optionee.

Restricted Share Unit Plan

The Company has in effect the RSU Plan in order to allow for certain discretionary bonuses and similar awards as an incentive and reward for the selected eligible persons related to the achievement of long-term financial and strategic objectives of the Company and the resulting shareholder value. The RSU plan promotes the alignment of interests between the Shareholders and the selected eligible persons by providing an opportunity to participate in increases in the value of the Company. RSUs track the value of the underlying Shares but do not entitle the recipient to the actual underlying Share until such RSU vest and are redeemed in accordance with the RSU plan.

Summary of the RSU Plan

The following is a summary of the principal terms of the RSU Plan in force as of the date hereof. Participation in the RSU Plan is restricted to employees, consultants and officers of the Company (a "**RSU Eligible Person**"). Employees, including directors who are also employees, are eligible to participate in the Company's RSU Plan. The maximum number of Shares available for issuance under the RSU Plan is fixed at 3,100,363 Shares (representing 5% of the Company's outstanding Shares as of the date of implementation of the RSU Plan), and in combination with all security-based compensation arrangements of the Company (including the Stock Option Plan), will not exceed 12,401,476 Shares, or such greater number of Shares as shall have been duly approved by the Board and, if required, by the TSX-V. For so long as the Shares are listed on the TSX-V, the maximum number of Shares to be issued under the RSU Plan and any other Share Compensation Arrangement (as defined by the RSU Plan), within any one-year period: (i) the aggregate number of Shares that are issuable pursuant to the RSU Plan to any one Eligible Person, shall not exceed 5% of the total issued and outstanding Shares on the grant date on a non-diluted basis, (ii) to any consultant, shall not exceed 2% of the total number of issued and outstanding Shares on a non-diluted basis, (iii) to any Insiders (as defined by the RSU Plan), as a group, shall not exceed 10% of the total issued and outstanding Shares on the grant date on a non-diluted basis, (iv) the aggregate number of Shares reserved for issuance under the RSU Plan and any other Share Compensation Arrangement granted to Insiders, as a group, at any point in time shall not exceed 10% of the total number of issued and outstanding Shares, and (v) for so long as the Shares are listed on the TSX-V, no Shares will be issued under the RSU Plan to any RSU Eligible Person whose role and duties primarily consist of Investor Relations Activities, as defined in the TSX-V policies. RSUs which vest and are redeemed in accordance with the RSU Plan will not be available for re-grant under the RSU Plan.

RSUs may not be sold, transferred, assigned, pledged or otherwise encumbered or disposed of (other than to the beneficiary or estate of an RSU Eligible Persons, as the case may be, upon the death of the RSU Eligible Person granted RSUs (the "**RSU Grantee**")).

The RSU Plan permits the Compensation Committee to grant awards of RSUs to an RSU Eligible Person. Subject to any vesting conditions, the RSUs will be redeemed within 30 days of the applicable redemption date, for (i) the number of Shares equal to the number of RSUs vested on the redemption date, (ii) a cash amount equal to the number of Shares set out in (i) multiplied by the fair market value of the Shares on the redemption date or (iii) a combination of (i) and (ii). The redemption date in respect of any RSU is the date provided for in the agreement granting the RSUs or if no date is set, the third anniversary of the grant date, unless otherwise provided for in the RSU Plan. The Compensation Committee has the discretion to stipulate the length of time for vesting and to determine various performance objectives based on certain business criteria as a pre-condition to an RSU vesting. It is the Compensation Committee's intent that all RSUs will vest upon the expiry of time-based vesting conditions. The duration of the vesting period and other vesting terms applicable to the grant of the RSUs will be determined at the time of the grant by the Compensation Committee.

If a RSU Eligible Person is involuntarily terminated for reasons other than cause and holds vested RSUs, the vested RSUs will be redeemed on the date the RSU Eligible Person's employment is terminated for an equal number of Shares or cash in lieu thereof or a combination of cash and Shares, as determined by the Compensation Committee. If the RSU Grantee is terminated by the Company with cause or voluntarily ends his or her employment with the Company, all RSUs granted to the RSU Eligible Person, whether vested or unvested will be forfeited and cancelled without payment. In the event of a change of control of the Company, all RSUs granted to RSU Eligible Persons and outstanding under the RSU Plan will immediately vest and will be paid out in cash, Shares or a combination of cash and Shares.

5. Pension Plan Benefits

The Company does not have a pension plan.

6. Termination and Change of Control Benefits

During the year ended October 31, 2025, the Company did not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in an NEO's responsibilities.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as at October 31, 2025:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights at fiscal year end	**Weighted-average exercise price of outstanding options, warrants and rights ($)**	**Number of securities remaining available for future issuance under equity compensation plans at fiscal year end**
Equity compensation plans approved by securityholders	2,000,000	$0.15	10,401,476
Equity compensation plans *not* approved by securityholders	Nil	Nil	Nil
Total:	2,000,000	$0.15	10,401,476

INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of the Company's directors, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, or has been, during the financial year ended October 31, 2025, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company other than as disclosed in a prior information circular and other than as disclosed herein.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, no management nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than as disclosed herein.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.ca. Financial information concerning the Company is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year as filed on SEDAR+. Securityholders may also contact the Company by email at info@prospergoldcorp.com to request copies of the Company's financial statements and management's discussion and analysis.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. RECEIPT OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the period ended October 31, 2025 (the "**Financial Statements**"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the Auditor's Report thereon, and the management's discussion and analysis for the financial year ended October 31, 2025 are also available on SEDAR+ at www.sedarplus.ca. The notice of meeting to Shareholders, Information Circular and form of proxy will be available from the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, or the Company's head office located at Suite 1570, 200 Burrard St, Vancouver, British Columbia V6C 3L6.

B. ELECTION OF DIRECTORS

The term of office of Peter Bernier, Jason Hynes, James Hedalen, and Jim Miller-Tait, being the current directors of the Company, will end at the conclusion of the Meeting.

The four current directors of the Company, Peter Bernier, Jason Hynes, James Hedalen, and Jim Miller-Tait, are nominated for re-election. All persons elected as directors at the Meeting shall serve until the close of the next annual meeting of the Shareholders or until a successor is elected or appointed.

It is intended that on any ballot that may be called for relating to the election of directors, the Shares represented by proxies in favour of management nominees will be voted in favour of the election of such persons as directors of the Company, unless a Shareholder has specified in his or her proxy that his or her Shares are to be withheld from voting in the election of directors.

The nominees for election to the Board must be elected by an affirmative vote of a plurality of the votes cast by Shareholders represented in person or by proxy at the Meeting and entitled to vote thereon.

Information Concerning Nominees as Directors

The name, present position and office with the Company, present principal occupation or employment, period of service as a director and number of Shares of the Company held as of the Record Date by each of the individuals who are nominated for election as directors are as set out below.

Name and Residence	Present Position and Offices with the Company	Present Principal Occupation or Employment and Principal Occupation or	Director Since	Number of Shares of the Company Held[1]
PETER BERNIER[2][3] *Summerland, British Columbia, Canada*	President and CEO, Chairman	Businessman, former President & CEO of Richfield Ventures Corp. from 2003 to August 2011	April 4, 2012	11,672,000
JASON HYNES[2][3] *Vancouver, British Columbia* *Canada*	N/A	Vice President, Business Development and Strategy at Royal Gold, Inc.; former Investment Banker with National Bank Financial.	April 4, 2012	1,079,243
JIM MILLER-TAIT[2][3] *North Vancouver, British Columbia, Canada*	N/A	Vice President Exploration for Imperial Metals Corporation, former VP Exploration Selkirk Metals from 2006 to 2009	April 4, 2012	218,000
JAMES HEDALEN *Vancouver, British Columbia, Canada*	Chief Operating Officer	Chief Operating Officer at Prosper Gold Corp.	May 10, 2021	475,971

(1) Number of Shares known to the Company to be beneficially owned, directly or indirectly, or over which control or direction was exercised on the Record Date.
(2) Member of the Company's audit committee (the "**Audit Committee**").
(3) Member of the Company's Compensation Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of management of the Company, none of the proposed nominees for director have been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

(a) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

(b) while that person was acting in that capacity, was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

(c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of management of the Company, none of the proposed nominees for director have, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

To the knowledge of management of the Company, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed investor.

Appointment Resolution

At the Meeting, the Shareholders will be asked to approve the following by ordinary resolution:

"**BE IT RESOLVED THAT** each of Peter Bernier, Jason Hynes, Jim Miller-Tait, and James Hedalen having consented to act, be appointed as directors of the Company, to hold office until the next annual reference date of the Company or until they sooner cease to hold office."

The foregoing resolution shall be approved if passed by a majority of votes cast by Shareholders at the Meeting.

Information on Nominees

Mr. Peter Bernier has more than 40 years of experience in mining exploration and project management. Mr. Bernier was the founder, President & CEO of Richfield Ventures Corp. and was responsible for building, leading and managing the Richfield team, as well as obtaining financing for the company from 2003 until 2011.

Mr. Jason Hynes, B.Sc., MBA, has 15 years of experience in the mining industry in business development, mergers & acquisitions and financing. He has held senior corporate development roles at public companies and has seven years of investment banking experience.

Mr. Jim Miller-Tait, P. Geo., has over 40 years of continuous exploration, development and production in underground and open pit projects. He has worked extensively in North America, Mexico and Bolivia in exploration to production operations in gold, base metal and diamond projects.

Mr. James Hedalen, B.Sc., MBA, has 10 years of experience in the mining industry. He has been the Chief Operating Officer at Prosper Gold since 2016 and been with Prosper Gold since 2013. Prior to this he was in corporate development.

C. KENORLAND SALE

Background to the Transaction

The Agreement was the result of a thorough review by the Company of the Transaction, strategic alternatives and the Company seeking to maximize potential value to its Shareholders. The terms of the Agreement were arrived at through extensive negotiations between representatives of the Company, under the direction and oversight of the Board, Kenorland, and their respective advisors.

The Company conducted a strategic review process to evaluate alternatives for maximizing the value of the Golden Sidewalk Project, contemplating a broad range of potential outcomes with the objective of identifying the most attractive combination of value realization, risk reduction and funding certainty for Shareholders. The Company evaluated a range of transaction structures and reviewed opportunities to accomplish this objective.

Following this process, the Company, with advice from its advisors, began negotiating the sale of the Golden Sidewalk Project to Kenorland, with the parties preparing definitive documentation beginning in early April 2026. After thorough review and Board approval, the Company and Kenorland entered into the Agreement on June 17, 2026.

In approving the Transaction, the Board reviewed the Agreement in consultation with management and with advice from the Company's legal counsel. Following detailed discussion and evaluation, the Board unanimously determined that the Transaction is in the best interests of the Company and the Shareholders and unanimously recommends that Shareholders vote in favour of the Transaction Resolution.

Thereafter, the Transaction was publicly announced on June 18, 2026.

Recommendation of the Board

The Board has unanimously determined that the Transaction is in the best interests of the Company and the Shareholders and unanimously recommends that the Shareholders vote in favour of the Transaction Resolution.

In forming its recommendation, the Board considered a number of factors, including, without limitation, the factors listed below under "*Reasons for the Transaction*". The Board based its recommendation upon the totality of the information presented to and considered by it in light of the knowledge of the members of the Board of the business, financial condition and prospects of the Company and after taking into account the advice of the Company's legal and other advisors and the advice and input of Management.

Reasons for the Transaction

The following is a summary of the material information and factors considered by the Board in its evaluation of the Transaction and is not intended to be exhaustive. In view of the variety of factors and the amount of information considered in connection with its evaluation of the Transaction, the Board did not find it practicable to, and did not, quantify or otherwise attempt to assign any relative weight to any of the specific factors considered in reaching its conclusions and recommendations. In addition, individual members of the Board may have assigned different weights to different factors:

- **Attractive and Certain Value.** The cash consideration of $1,000,000 provides immediate and certain value to the Company relative to the risks, capital requirements and extended timelines associated with independently advancing the Golden Sidewalk Project.

- **Negotiated Transaction.** The Agreement is the result of a negotiation process, between arm's length parties, and includes terms and conditions that are reasonable in the judgment of the Board. The Transaction is not a related party transaction and no member of management, or the Board, is receiving any collateral benefits.

- **Alternatives Considered.** The Board considered alternatives to the Transaction, including continuing to advance the Golden Sidewalk Project independently and pursuing other strategic transactions, and concluded that the Transaction represented the most attractive available alternative for the Company and the Shareholders.

- **No Financing Condition.** The Transaction is not subject to any financing conditions and the cash consideration of $1,000,000 will be due and payable upon completion of the Transaction.

- **Reasonable Completion Time.** The Agreement provides for certain conditions to completion of the Transaction, which conditions are not unduly onerous or outside market practice and could reasonably be expected to be satisfied in the judgment of the Board. The Board believes that the Transaction is likely to be completed in a reasonable timeframe.

- **Stronger Financial Position.** Completion of the Transaction is expected to strengthen the Company's balance sheet and enhance its financial flexibility, enabling the reallocation of financial and management resources toward advancing its remaining assets.

- **Shareholders' Approval.** The required Shareholders' approval in respect of the Transaction is protective of the rights of the Shareholders. The Transaction Resolution must be approved by at least 66 and 2/3% of the votes cast by the Shareholders at the Meeting, excluding any votes attached to Shares held by Kenorland, their Associates and/or Affiliates (as such terms are defined in the TSX-V Corporate Finance Manual).

- **Dissent Rights.** The terms of the Transaction provide that Registered Shareholders as at the close of business on the Record Date may, upon strict compliance with the requirements set forth in Sections 237 to 247 of the Business Corporations Act (British Columbia) ("**BCBCA**"), exercise dissent rights and, if ultimately successful, receive fair value for their Shares. See "*The Purchase Agreement – Dissent Rights*" in this Circular.

- **Other Factors.** The Board also carefully considered the proposed Transaction, current economics, industry and market trends affecting the Company in its market, and information concerning the business, operations, assets, financial condition, operating results and prospects of the Company.

Information Concerning the Company

Prosper Gold is an exploration and development company focused on acquiring and advancing mineral prospects in British Columbia and Ontario, Canada. In addition to the Property, the Company's projects include the Cyprus Project in British Columbia, the Wydee mineral claims in Ontario and the Galahad mineral lease in Ontario.

The Company's Shares are listed on the TSX-V under the symbol "PGX" and the OTCQB under the symbol "PGXFF". The registered office of the Company is located at 1133 Melville Street Suite 3500, The Stack Vancouver, BC V6E 4E5 Canada.

Information Concerning the Golden Sidewalk Project

The Golden Sidewalk Project is a district-scale gold exploration project covering over 160 square kilometres of contiguous mineral claims and mining leases in the western Birch-Uchi Greenstone Belt, approximately 60 kilometres east of Red Lake, Ontario, and 60 kilometres northeast of Kinross Gold's Dixie Project. Kinross acquired the project from Great Bear Resources in 2022. The vehicle-accessible project straddles 12 kilometres of the Balmer Assemblage – Narrow Lake Assemblage unconformity, a regional-scale feature that has been the Red Lake exploration guide, but which has seen limited exploration in the project area. The "Golden Corridor" lies immediately north of the unconformity and is characterized as a highly prospective trend of coincident favourable magnetic and resistivity lineaments supported by highly anomalous gold-in-till samples covering 7.0 by 0.5 kilometres. An additional highly prospective target area was defined in 2021, termed the "Skinner North Target Area", where 2022 channel sampling results include 9.69 gpt gold over 3.0 metres and 13.13 gpt gold over 1.8 metres and till samples containing up to 1,014 gold grains. The Skinner North Target Area was drilled for the first time in November 2022. Historical drilling by previous operators has been completed at the Bathurst Mine, Joe Vein, KT Vein, Dunkin and Vihonen prospects. No significant exploration activities have been completed at the Golden Sidewalk Project.

The Property, as defined in the Agreement (defined below), is subject to a number of pre-existing royalties and options in favour of third parties (collectively, the "**Underlying Royalties**"), including a 2% net smelter return royalty in favour of B2 Gold Back River Corp. (formerly Sabina Gold & Silver Corp.) pursuant to the Golden Sidewalk Royalty Agreement effective February 7, 2022, together with other net smelter return and net profits interest royalties in favour of Franco-Nevada Corporation, Sandstorm Gold Royalties (as successor to Wolfden Resources Inc.) and other third parties. Kenorland will assume the Underlying Royalties and related obligations at Closing.

General Description of the Transaction

On June 17, 2026, the Company entered into the Agreement with Kenorland, a company incorporated under the laws of British Columbia, pursuant to which the Company has agreed to sell, assign and transfer to Kenorland, and Kenorland has agreed to purchase from the Company, a 100% interest in certain mineral claims located in Ontario comprising the Golden Sidewalk Project, for a cash payment of $1,000,000.

Pursuant to Section 301(1) of the BCBCA, a company must not sell, lease or otherwise dispose of all or substantially all of its undertaking other than in the ordinary course of business unless it obtains approval of its shareholders by way of a special resolution adopted by not less than two-thirds (66⅔%) of the votes cast at a meeting of shareholders. Relatedly, the TSX-V requires that such a special resolution exclude any votes attached to shares held by Kenorland, their Associates and/or Affiliates (as such terms are defined in the TSX-V Corporate Finance Manual). Additionally, Section 5.14 of Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* of the TSX-V's Corporate Finance Manual requires shareholder approval for a Reviewable Disposition (as defined in the TSX-V's Corporate Finance Manual) which is a sale of more than 50% of an issuer's assets, business or undertaking. Accordingly, Shareholders will be asked at the Meeting to consider, and if deemed appropriate, to pass the Transaction Resolution.

THE PURCHASE AGREEMENT

The Transaction will be carried out pursuant to the terms of the Agreement. The following is a summary of certain terms of the Agreement, which is qualified in its entirety by reference to the terms of the Agreement, a copy of which is available on the Company's profile on SEDAR+ (www.sedarplus.ca). This summary and the other information regarding the Agreement and the Transaction are not exhaustive. Shareholders should read the Agreement carefully and in its entirety.

Transfer of the Property

At the time of Closing, the Company will sell, assign and transfer to Kenorland, and Kenorland will purchase from the Company, 100% of the Company's interest in the Property, free and clear of all encumbrances other than permitted encumbrances. As soon as practicable after Closing, and in any event prior to the date that is five business days following Closing, the Company and Kenorland will execute and file all documents necessary to transfer legal title to the Property to Kenorland and to register Kenorland as the owner of 100% of the claims and leases comprising the Property with the appropriate authorities in Ontario.

Purchase Price

In consideration for the sale and transfer of the Property by the Company to Kenorland, Kenorland shall on Closing pay to the Company a cash payment of $1,000,000, payable by wire transfer of immediately available funds at the Time of Closing.

Closing Conditions

The obligations of the Company and Kenorland to complete the Closing are subject to the mutual condition that, at the Time of Closing, no governmental authority shall have issued, enacted, entered, or promulgated any injunction, order, decree, ruling, statute, rule, or regulation that is in effect and that restrains, enjoins, prohibits, or otherwise makes illegal the consummation of the Transaction. The obligations of the Company to complete the Closing are further subject to the conditions that Shareholder approval of the Transaction has been obtained, that the Company has obtained all necessary approvals of the TSX-V, and that all deliveries required of Kenorland have been tabled. The obligations of Kenorland to complete the Closing are further subject to the condition that all deliveries required of the Company have been tabled.

Representations and Warranties

The Agreement contains customary representations and warranties of the Company relating to, among other things: (a) the due incorporation, existence and corporate power and authority of the Company to enter into and perform its obligations under the Agreement; (b) the non-conflict of the Agreement with other agreements to which the Company is a party or applicable laws; (c) the Company being the sole legal and beneficial owner of the Property, free and clear of all encumbrances other than permitted encumbrances; (d) the good standing of the mineral claims comprising the Property with all governmental entities in the Province of Ontario; (e) all taxes, assessments, rentals and other payments related to the Property having been made; (f) the absence of adverse claims or challenges to the ownership or title of the Property, and the absence of outstanding agreements or options to acquire the Property other than as disclosed; (g) the absence of actions, suits or proceedings relating to the Company's interest in the Property; (h) all work and activities on the Property having been carried out in compliance with applicable laws, including environmental laws; (i) the absence of outstanding agreements or disputes with any Indigenous or community group in respect of the Property; and (j) the Company not being a non-resident of Canada for purposes of the *Income Tax Act* (Canada). The representations and warranties of the Company survive Closing for a period of 12 months.

The Agreement contains customary representations and warranties of Kenorland relating to: (a) the due incorporation, existence and corporate power and authority of Kenorland to enter into and perform its obligations under the Agreement; (b) the non-conflict of the Agreement with other agreements to which Kenorland is a party; (c) the non-conflict of the Agreement with applicable laws or the constating documents of Kenorland; and (d) no consent or approval being required to permit the execution and delivery of the Agreement or the performance of Kenorland's obligations thereunder. The representations and warranties of Kenorland survive Closing for a period of 12 months.

Indemnities

Each of the Company and Kenorland has agreed to indemnify, defend, protect and hold harmless the other party against any claims, demands, liabilities, costs and damages, including reasonable legal fees, resulting from any misrepresentation or breach of warranty or covenant made by such party under the Agreement. In addition, at Closing, Kenorland will assume all covenants, liabilities, duties and obligations relating to the Property, whether arising before or after Closing, including: (a) liabilities relating to the ownership, possession, control or use of the Property, including under environmental laws and all mining closure, rehabilitation or reclamation obligations; and (b) all obligations under the underlying royalty and option agreements affecting the Property. Kenorland will indemnify and hold the Company and its directors, officers and employees harmless against such assumed liabilities, except to the extent that any liability results from a breach by the Company of its representations and warranties or from the negligence, fraud or wilful misconduct of the party claiming the indemnity. The mutual indemnity for misrepresentation or breach survives Closing, subject to the 12-month survival period for representations and warranties.

Termination

The Agreement may be terminated at any time prior to Closing: (a) by written agreement of the Company and Kenorland; or (b) by the Company, by written notice to Kenorland, if Shareholder approval of the Transaction is not obtained at the Meeting.

Transaction Resolution

The sale by the Company of the Property to Kenorland pursuant to the Agreement would represent a sale of substantially all of the Company's assets or undertaking. Section 301(1)(b) of the BCBCA requires that the Company obtain shareholder approval of the sale of all or substantially all of its undertaking by way of special resolution. In addition, Section 5.14 of Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* of the TSX-V's Corporate Finance Manual requires shareholder approval for a Reviewable Disposition (as defined in the Corporate Finance Manual) which is a sale of more than 50% of an issuer's assets, business or undertaking.

At the Meeting, the Shareholders will be asked to consider, and if deemed appropriate, to pass a special resolution (the "**Transaction Resolution**") to approve the sale of the Property, as set out below:

"**BE IT RESOLVED**, as a special resolution, that:

1. The sale by the Company of its 100% interest in the Property to Kenorland for cash consideration of $1,000,000, pursuant to the Agreement, as more particularly described and set forth in the management information circular of the Company (the "**Circular**"), is hereby authorized and approved.

2. The Agreement and all transactions contemplated therein, and the actions of the directors and officers of the Company in approving, executing and delivering the Agreement, are hereby ratified and approved.

3. Notwithstanding that this resolution has been passed (and the Transaction, approved) by the Shareholders, the directors of the Company are hereby authorized and empowered to, at their discretion, without notice to or approval of the Shareholders of the Company: (i) amend, modify or supplement the Agreement to the extent permitted therein or to the extent necessary to give effect to the transactions contemplated therein; and (ii) subject to the terms of the Agreement, not to proceed with the Transaction and the related transactions.

4. Any director or officer is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed and to deliver or cause to be delivered all such other documents and instruments and to perform or cause to be performed all such other acts and things as such person determines may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument or the doing of any such act or thing."

To be effective, the Transaction Resolution must be approved by 66⅔% of the votes cast by Shareholders who are entitled to vote and are present in person or by proxy at the Meeting, excluding any votes attached to Shares held by Kenorland, their Associates and/or Affiliates (as such terms are defined in the TSX-V Corporate Finance Manual).

The Board has determined that the Transaction Resolution is in the best interests of the Company and its Shareholders and accordingly, the Board recommends that Shareholders vote **FOR** the Transaction Resolution.

Unless such authority is withheld, the Management proxy nominees named in the accompanying proxy intend to vote "for" the approval of the Transaction Resolution as disclosed in this Circular.

Dissent Rights

Registered Shareholders at the close of business on the Record Date may exercise its, his or her right of dissent with respect to the Transaction Resolution pursuant to and in the manner set forth under Sections 237 to 247 of the BCBCA ("**Dissent Rights**"). **Registered Shareholders at the close of business on the Record Date who wish to dissent should be aware that for their dissent to be valid, they must comply strictly with the requirements set forth in Sections 237 to 247 of the BCBCA.**

Dissent Rights With Respect to the Transaction Resolution for Registered Shareholders

Any Registered Shareholder as at the close of business on Record Date who duly and validly exercises Dissent Rights and has not withdrawn or been deemed to have withdrawn such exercise of Dissent Rights (a "**Dissenting Shareholder**") is entitled to be paid the fair value of the Shares held by such holder as determined at the point in time immediately before the Transaction Resolution is adopted by the Shareholders, in accordance with Section 245 of the BCBCA if the Transaction is completed.

Anyone who is a Non-Registered Shareholder of Shares registered in the name of a broker, dealer, bank, trust corporation, nominee or other Intermediary and who wishes to dissent should be aware that only Registered Shareholders as at the close of business on the Record Date are entitled to exercise Dissent Rights. A Registered Shareholder who holds Shares as an Intermediary for one or more beneficial owners, one or more of whom wish to exercise Dissent Rights, must exercise such Dissent Rights on behalf of such holder(s), as further described below.

The statutory provisions dealing with Dissent Rights are technical and complex. The following description of Dissent Rights to which Registered Shareholders are entitled is not a comprehensive statement of the procedures to be followed by a Registered Shareholder seeking to exercise Dissent Rights who seeks payment of the fair value of such holder's Shares and is qualified in its entirety by the reference to the text of Sections 237 to 247 of the BCBCA, which is attached to this Circular as Schedule "B". A Registered Shareholder as at the close of business on the Record Date who intends to exercise Dissent Rights should carefully consider and strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA. Failure to adhere to the procedures established may result in the loss of all rights thereunder. Accordingly, each Registered Shareholder as at the close of business on the Record Date who might desire to exercise Dissent Rights should consult his or her own legal advisor.

Sections 237 to 247 of the BCBCA

Section 238 of the BCBCA provides shareholders with Dissent Rights from certain resolutions of a corporation which effect extraordinary corporate transactions or fundamental corporate changes. Sections 238(1)(e) and 301(1)(5) of the BCBCA provide Registered Shareholder as at the close of business on the Record Date with Dissent Rights pursuant to Sections 237 to 247 of the BCBCA. Registered Shareholders as at the close of business on the Record Date who duly and validly exercise Dissent Rights will be entitled, in the event that the Transaction becomes effective, to be paid by the Company the fair value of the Shares held by the Dissenting Shareholder as determined as at the point of time immediately before the Transaction Resolution is adopted by the Shareholders.

Section 238 of the BCBCA also provides that a shareholder may only make a claim under that section with respect to all the shares of a class held by the shareholder on behalf of any one beneficial owner and registered in such shareholder's name. One consequence of this provision is that a holder of Shares may exercise the right to dissent under Section 238 of the BCBCA only in respect of Shares which are registered in that holder's name. Accordingly, a Non-Registered Shareholder will not be entitled to exercise the right to dissent under Section 238 of the BCBCA directly (unless the Company's Shares are re-registered in the non-registered holder's name).

Non-Registered Shareholders who are beneficial owners of the Shares registered in the name of a broker, dealer, bank, trust corporation, nominee or other Intermediary who wish to dissent should be aware that they may only do so through the registered owner of such Shares. A Registered Shareholder as at the close of business on the Record Date, such as a broker, who holds the Shares as nominee for beneficial holders, some of whom wish to dissent, must exercise the dissent right on behalf of such beneficial owners with respect to all of the Shares held for such beneficial owners. In such case, the Notice of Dissent (described below) should set out the number of the Shares covered by it.

A Dissenting Shareholder must dissent with respect to all, but not less than all, of the Shares in which the holder owns a beneficial interest. Registered Shareholders as at the close of business on the Reocrd Date wishing to exercise their right to dissent before the Meeting must: (a) deliver a written notice of dissent to the Transaction Resolution (a "**Notice of Dissent**") to the Company's solicitors' offices, Blake, Cassels and Graydon LLP, at 1133 Melville Street, Suite 3500, the Stack, Vancouver, BC V6E 4E5, Attention: Alexandra Luchenko, by no later than 4:00 p.m. (Vancouver time) on August 18, 2026 or no later than 4:00 p.m. (Vancouver time) on the date which is two days immediately preceding the date of any adjournment of the Meeting; and (b) otherwise strictly comply with the requirements of Sections 237 to 247 of the BCBCA, including as described below. Any failure to strictly comply with such requirements may result in the loss of that holder's Dissent Rights.

The delivery of a Notice of Dissent does not deprive a Registered Shareholder of the right to vote at the Meeting; however, the BCBCA provides, in effect, that a Registered Shareholder who has submitted a

Notice of Dissent is not entitled to exercise Dissent Rights with respect to any of its, his or her Shares if such Registered Shareholder has voted any Shares, or instructed a proxyholder to vote any such Registered Shareholder's Shares, in favour of the Transaction Resolution. A vote against the Transaction Resolution or an abstention, whether in person or by proxy, does not constitute a Notice of Dissent, but a Registered Shareholder need not vote its, his or her Shares against the Transaction Resolution in order to dissent. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the Transaction Resolution does not constitute a Notice of Dissent; however, any proxy granted by a Registered Shareholder who intends to dissent, other than a proxy that instructs the proxy holder to vote against the Transaction Resolution, should be validly revoked in order to prevent the proxy holder from voting such Shares in favour of the Transaction Resolution and thereby causing the Registered Shareholder to forfeit its, his or her right to dissent.

A Registered Shareholder as at the close of business on the Record Date that wishes to exercise Dissent Rights must prepare a separate Notice of Dissent for himself, herself, or itself if dissenting on his, her or its own behalf, and for each other person who beneficially owns Shares registered in the Dissenting Shareholder's name and on whose behalf the Dissenting Shareholder is dissenting, and must dissent with respect to all of the Shares registered in his, her or its name beneficially owned by the Non-Registered Shareholders on whose behalf it, he or she is dissenting. The Notice of Dissent must set out the number of Shares in respect of which the Notice of Dissent is to be sent (the "**Notice Shares**") and:

- if such Notice Shares constitute all of the Shares of which the holder is the registered and beneficial owner and the holder owns no other Shares beneficially, a statement to that effect;

- if such Notice Shares constitute all of the Shares of which the holder is both the registered and beneficial owner, but the holder owns additional Shares beneficially, a statement to that effect and the names of the registered holders of Shares, the number of Shares held by each such holder and a statement that written notices of dissent are being or have been sent with respect to such other Shares; or

- if the Dissent Rights are being exercised by a holder of Shares on behalf of a beneficial owner of Shares who is not the Dissenting Shareholder, a statement to that effect and the name and address of the beneficial holder of the Shares and a statement that the registered holder is dissenting with respect to all Shares of the beneficial holder registered in such registered holder's name.

Following completion of the Transaction, the Company will send a notice of intention to proceed (the "**Notice of Intention**") to each Dissenting Shareholder stating that the Company has acted on the authority of the approved Transaction Resolution and advising the Dissenting Shareholder of the manner in which dissent is to be completed. A Dissenting Shareholder who intends to proceed with the dissent after receiving the Notice of Intention must then, within one month after the date of receiving the Notice of Intention, send to the Company or its transfer agent instructions that the Dissenting Shareholder requires the Company to purchase all of its, his, or her Shares, together with the certificates representing such Shares held by such Dissenting Shareholder (including a written statement prepared in accordance with Section 244(1)(c) of the BCBCA if the dissent is being exercised by the Registered Shareholder on behalf of a beneficial owner). A Dissenting Shareholder who fails to send certificates representing the Shares in respect of which it, he or she has dissented will forfeit its, his or her Dissent Rights. Upon delivery of these documents, a Dissenting Shareholder ceases to have any rights as a holder of the Shares in respect of which such Shareholder has dissented, other than the right to be paid the fair value of such Shares as determined at the point in time immediately before the Transaction Resolution is adopted by the Shareholders, in accordance with Section 245 of the BCBCA.

The Dissenting Shareholder and the Company may agree on the fair value of the Dissenting Shares (the "**Payout Value**"); otherwise, either party may apply to the Supreme Court of British Columbia (the "**Court**") to determine the Payout Value. After a determination of the Payout Value of the Dissenting Shares, the Company must then promptly pay that amount to the Dissenting Shareholder.

Strict Compliance with Dissent Provisions Required

The foregoing summary does not purport to provide comprehensive statements of the procedures to be followed by a Dissenting Shareholder, and reference should be made to Sections 237 to 247 of the BCBCA, a copy of which is set out in Schedule "B" to this Circular. The BCBCA requires strict compliance with the procedures governing the exercise of Dissent Rights, and failure to adhere to such procedures may result in the loss of Dissent Rights. Accordingly, each Registered Shareholder as at the close of business on the Record Date who wishes to exercise Dissent Rights should carefully consider and strictly comply with Sections 237 to 247 of the BCBCA and consult an independent legal advisor. Dissenting Shareholders should note that the exercise of Dissent Rights can be a complex, time-consuming and expensive process.

Risk Factors

In evaluating the Transaction, Shareholders should carefully consider the following risk factors relating to the Transaction. The following risk factors are not a definitive list of all risk factors associated with the Transaction. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Company, may also adversely affect the Shares. For a discussion of additional risks relating to the Company's business generally, see the section titled "*Risk Factors"* in the Company's Management Discussion and Analysis for the year ended October 31, 2025 and for the interim six months ended April 30, 2026 and as described from time to time in the reports and disclosure documents filed by the Company with the Canadian securities regulatory authorities, which are available under the Company's profile at www.sedarplus.ca. The risk factors enumerated below should be considered in conjunction with the other information included in this Circular.

The Agreement may be terminated in certain circumstances

The Company and Kenorland have the right to terminate the Agreement in certain circumstances. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Agreement will not be terminated before the completion of the Transaction. If the Agreement is terminated and the Transaction is not completed, then the market price of the Shares may decline to the extent that the market price currently reflects a market assumption that the Transaction will be completed.

Completion of the Transaction

There can be no assurance that the Transaction will be completed, or if completed, that it will be completed on the same or similar terms to those set out in the Agreement. The completion of the Transaction is subject to the satisfaction of a number of conditions, some of which are outside the control of the Company, including, among other things, the approval of the Transaction Resolution, the satisfaction of each party's obligations under the Agreement, and the Company having obtained TSX-V approval. If these conditions are not satisfied (or waived) the Transaction will not be completed.

If the Transaction is not completed, the ongoing business of the Company may be adversely affected as a result of the costs (including opportunity costs) incurred in respect of pursuing the Transaction, and the Company could experience negative reactions from the financial markets, which could cause a decrease in the market price of the Shares, particularly if the current market price reflects market assumptions that the Transaction will be completed or completed on certain terms. Failure to complete the Transaction or a change in the terms of the Transaction could each have a material adverse effect on the Company's business, financial condition and results of operations.

Transaction-related costs in connection with the Transaction

The Company has incurred, and expects to continue to incur, non-recurring transaction-related expenses in connection with the Transaction, including costs relating to obtaining Shareholder approval for the Transaction. Additional unanticipated costs may be incurred by the Company prior to Closing in connection with the Transaction. Even if the Transaction is not completed, the Company will be obliged to pay certain costs relating to the Transaction, such as legal, accounting, advisor and printing fees.

There can be no certainty that Shareholder Approval will be obtained

If the Transaction Resolution is not approved by at least two-thirds (66⅔%) of Shareholders at the Meeting, voting in person or by proxy, excluding any votes attached to Shares held by Kenorland, their Associates and/or Affiliates (as such terms are defined in the TSX-V Corporate Finance Manual), the Transaction will not be completed. There can be no certainty, nor can the Company provide any assurance, that the requisite Shareholder approval of the Transaction Resolution will be obtained. There is no assurance that there will not be Dissenting Shareholders.

TSX-V Approval of the Transaction

The Transaction is subject to the approval of the TSX-V. There can be no assurance that such approval will be obtained.

The Transaction may divert the attention of Management

The pending Transaction could cause the attention of management of the Company to be diverted from the day-to-day operations. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the business, operating results or prospects of the Company regardless of whether the Transaction is ultimately completed.

Potential Payments to Shareholders who exercise Dissent Rights could have an adverse effect on the Company's financial condition

Registered Shareholders as at the close of business on the Record Date have the right to exercise Dissent Rights and to demand payment equal to the fair value of their Shares in cash. If Dissent Rights are duly and validly exercised in respect of a significant number of Shares, a substantial cash payment may be required to be made to such Shareholders, which would have an adverse effect on the Company's financial condition and cash resources.

D. APPOINTMENT OF AUDITOR

Smythe LLP, Chartered Professional Accountants ("**Smythe**") was the auditor of the Company for the fiscal year ended October 31, 2025. Smythe LLP have determined that they will no longer be conducting audits of companies and, accordingly, resigned as auditor for the Company effective July 7, 2026. The Company appointed De Visser Gray LLP, Chartered Professional Accountants ("**De Visser Gray**") on July 7, 2026 following the resignation of Smythe. De Visser Gray was appointed by the Board on the recommendation of the Audit Committee to replace Smythe as auditor of the Company until the close of the next annual general meeting of the Company, or until its successor is duly appointed. A notice in respect of this change in auditor with letters from Smythe and De Visser Gray are appended to this Information Circular as Schedule "C".

At the Meeting, management intends to nominate De Visser Gray for reappointment as auditors of the Company, which resolution shall be approved if passed by a majority of votes cast by Shareholders at the Meeting. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the reappointment of De Visser Gray as auditors of the Company to hold office until the close of the next annual meeting of the Company, at a remuneration to be fixed by the directors of the Company.

OTHER MATTERS

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

MANAGEMENT CONTRACTS

Except as set out herein, no management functions of the Company are performed to a substantial degree by a person other than the directors and officers of the Company.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, the Company is required to and hereby discloses its corporate governance practices.

PART 1- BOARD OF DIRECTORS

The Board of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Peter Bernier is not considered “independent” due to the fact that he is the President and CEO of the Company.

James Hedalen is not considered “independent” due to the fact that he is the COO of the Company.

Jason Hynes is considered “independent” in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with his ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings.

Jim Miller-Tait is considered “independent” in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with his ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings.

PART 2 – DIRECTORSHIPS

James Hedalen is also a Director of Kobrea Exploration Corp. None of the other directors of the Company are also directors of other reporting issuers.

PART 3 – ORIENTATION AND CONTINUING EDUCATION

Each of the Corporation’s directors has full access to management. In 2026, Prosper Gold plans to continue providing continuing education for directors on an ad-hoc basis in respect of, among other possible subjects, their obligations as directors, short, medium and long-term corporate objectives, business risks and mitigation strategies and strategic planning with management.

The Corporation currently has an informal orientation and education program for new members of the Board in order to ensure that new directors have an opportunity to become familiarized with the Corporation’s business and operations and the role and procedures of the Board and its Committees.

Directors are encouraged to communicate with management, auditors and technical consultants; to keep current with industry trends and developments and changes in legislation with management’s assistance; and to attend related industry seminars and visit the Corporation’s operations. Board members have full access to the Corporation’s records.

The Board encourages the continuing education of its directors. Presentations are made to the Board members from time to time on developments relating to the business and operations of the Corporation and its assets on an ongoing basis, to ensure ongoing development of directors. The Corporation also sponsors director attendance at education seminars, where appropriate, and arranges site visits to its mineral properties from time to time, if appropriate.

PART 4 – ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the Shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

PART 5 – NOMINATION OF DIRECTORS

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

PART 6 – COMPENSATION

The Board conducts reviews with regard to directors' and the CEO's compensation once a year. To make its recommendation on directors' and the CEO's compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

PART 7 – OTHER BOARD COMMITTEES

The Board has an Audit Committee and Compensation Committee.

PART 8 – ASSESSMENTS

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

AUDIT COMMITTEE DISCLOSURE (FORM 52-110F2)

The Charter of the Company's Audit Committee and the other information required to be disclosed by Form

52-110F2 – *Disclosure by Venture Issuers* is set out below and is attached to this Information Circular as Schedule “A”.

Composition of Audit Committee

The Company’s Audit Committee is comprised of three directors, as set forth below:

Name	**Independent/Not Independent[(1)]**	**Financial Literacy[(2)]**
Peter Bernier	Not Independent	Financially Literate
Jason Hynes	Independent	Financially Literate
Jim Miller-Tait	Independent	Financially Literate

(1) A member of an Audit Committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Relevant Experience and Education

The following sets out the education and experience of each director relevant to the performance of his/her duties as a member of the Audit Committee:

Mr. Peter Bernier
CEO & Director

Mr. Peter Bernier has more than 40 years of experience in mining exploration and project management. Mr. Bernier was the founder, President & CEO of Richfield Ventures Corp. and was responsible for building, leading and managing the Richfield team, as well as obtaining financing for the company from 2003 until 2011.

Mr. Jason Hynes, BSc, MBA
Director

Mr. Jason Hynes is currently Vice President, Business Development and Strategy with Royal Gold Inc., a leading precious metal streaming and royalty company. Jason has held other senior roles at public mining companies, and spent seven years in National Bank Financial's M&A and mining investment banking groups as a Director of Global Metals & Mining. Mr. Hynes acted as financial advisor to Richfield Ventures Corp. during the acquisition by New Gold in 2011. He holds a B.Sc. Electrical Engineering degree from Queen's University and an MBA from the University of Toronto's Rotman School of Management.

Mr. Jim Miller-Tait, P.Geo
Director

Mr. Jim Miller-Tait has over 40 years of continuous exploration, development, underground, and open pit production experience. He is currently the President of Sikanni Mine Development Ltd., his own geological consulting company, which he founded in 1996. Mr. Miller-Tait is also the present Vice President Explorations for Imperial Metals Corporation. His experience includes Chief Geologist for the Oniva Group, and VP Exploration for Selkirk Metals. He has worked extensively in North America, Bolivia and Mexico on grass root exploration to full-production open pit and underground operations. His experience covers gold, base metals and diamond operations in a multitude of geological settings including vein, skarn, volcanogenic massive sulphide, carbonate-hosted, Sedex, kimberlite, and porphyries.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on either of the exemptions contained in section 2.4, *De Minimis Non- audit Services*, or section 8, *Exemptions* of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

Section 2.4 of NI 52-110 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 of NI 52-110 permits a Company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and, where applicable, by the audit committee, on a case-by-case basis.

Set forth below are details of certain service fees paid to the Company's external auditor in each of the last two fiscal years:

Financial Year-End	**Audit Fees(1)**	**Audit Related**	**Tax Fees(3)**	**All other Fees(4)**
October 31, 2025	$39,480	Nil	$4,500	Nil
October 31, 2024	$39,000	Nil	$4,500	Nil

(1) The amount listed represents the aggregate fees billed by the Company’s external auditor.
(2) The aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under “Audit Fees”.
(3) The aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.
(4) The aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than the services under clauses 1, 2, and 3 above.

Shareholder Feedback and Liaison

To date, Shareholder inquiries and concerns have been dealt with directly by management and by the Company’s Chief Financial Officer.

Orientation and Continuing Education

The Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. The appointment of a new director is a relatively infrequent event in the Company's affairs, and each situation is addressed on its merits on a case-by-case basis. The Board, with the assistance of counsel, keeps itself apprised of changes in the duties and responsibilities of directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will evaluate these positions, and if changes appear to be justified, formal policies will be developed and followed.

Ethical Business Conduct

The Company has adopted a whistle-blower policy, which is set out in its Charter of the Audit Committee which is attached as Schedule “A” hereto.

APPROVAL OF THE DIRECTORS

The directors of the Company have approved the content and the sending of this Information Circular. Dated at Vancouver, British Columbia, this 14th day of July, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

PROSPER GOLD CORP.

“*Peter Bernier*”

Peter Bernier,
President & CEO

SCHEDULE "A"

AUDIT COMMITTEE

MANDATE

The primary function of the audit committee (the "**Audit Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

COMPOSITION

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be independent directors, pursuant to the policies of the TSX Venture Exchange.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

MEETINGS

The Audit Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with management and the external auditors in separate sessions.

The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to the Audit Committee members with copies to the Board of Directors, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.

2. Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Require the external auditors to report directly to the Audit Committee.

4. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.

5. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company and confirming their independence from the Company.

6. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

7. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

8. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.

9. Review with management and the external auditors the terms of the external auditors' engagement letter.

10. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company’s financial statements.

11. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

12. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

13. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company’s external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

   i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

   ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

   iii. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Process

14. In consultation with the external auditors, review with management the integrity of the Company’s financial reporting process, both internal and external.

15. Consider the external auditors’ judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

16. Consider and approve, if appropriate, changes to the Company’s auditing and accounting principles and practices as suggested by the external auditors and management.

17. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

18. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

19. Review any significant disagreement among management and the external auditors regarding financial reporting.

20. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

21. Review the certification process.

22. Establish procedures for:

  i. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

  ii. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

23. Review any related-party transactions.

AUTHORITY

The Audit Committee may:

(a) engage independent outside counsel and other advisors as it determines necessary to carry out its duties;

(b) set and pay the compensation for any advisors employed by the Audit Committee;

and

(c) communicate directly with the internal and external auditors.

The Audit Committee shall have unrestricted access to the Company's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

PROCEDURES AND ORGANIZATION

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be executive officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be scheduled to take place at regular intervals. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

EXEMPTION

The Company is relying upon the exemption in section 6.1 of NI 52-110.

ADDENDUM "A" TO THE AUDIT COMMITTEE CHARTER
WHISTLE BLOWER POLICY

Introduction

Prosper Gold Corp. ("**Prosper**" or the "**Corporation**") is committed to the highest standards of openness, honesty and accountability. In line with that commitment, we expect employees and others that we deal with who have serious concerns about any aspect of the Corporation's activities and operations to come forward and voice those concerns.

Employees are often the first to realize that there may be something seriously wrong within the Corporation. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Corporation. They may also fear recrimination, harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of wrong-doing.

This policy document makes it clear that employees can report wrong-doings or suspected wrong-doings without fear of victimization, subsequent discrimination or disadvantage. This Whistle Blowing Policy is intended to encourage and enable employees to raise serious concerns within the Corporation rather than overlooking a problem or seeking a resolution of the problem outside the Corporation.

This Policy applies to all employees and those contractors working for the Corporation. It is also intended to provide a method for other stakeholders (suppliers, customers, shareholders etc.) to voice their concerns regarding the Corporation's business conduct.

The Policy is also intended as a clear statement that if any wrongdoing by the Corporation or any of its employees or by any of its contractors or suppliers is identified and reported to the Corporation, it will be dealt with expeditiously and thoroughly investigated and remedied. The Corporation will further examine and implement the means of ensuring that such wrongdoing can be prevented in future.

A whistleblowing or reporting mechanism invites all employees and other stakeholders to act responsibly to uphold the reputation of their organization and maintain public confidence. Encouraging a culture of openness within the organization will also help this process. This Policy aims to ensure that serious concerns are properly raised and addressed within the Corporation.

Background

1. What is Whistleblowing?

Employees are usually the first to know when something is going seriously wrong. A culture of turning a "blind eye" to such problems means that the alarm is not sounded and those in charge do not get the chance to take action before real damage is done. Whistleblowing can therefore be described as giving information about potentially illegal and/or underhanded practices i.e. wrong doing.

2. What is wrong doing?

Wrong doing involves any unlawful, illegal or otherwise improper behaviour and can include:

- An unlawful act whether civil or criminal;
- Breach of or failure to implement or comply with any approved policy of the Corporation, including the internal financial controls approved by the Corporation;
- Knowingly breaching federal or provincial laws or regulations;
- Unprofessional conduct or conduct that is not consistent with recognized, established standards of practice;
- Questionable accounting or auditing practices;

- Dangerous practice likely to cause physical harm / damage to any person/property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Corporation;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination in the course of employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as "wrong doing".

3. Who is protected?

This Policy is set in the context of the regulatory provisions of the Canadian Securities Association (CSA) National Instrument 52-110 -Audit Committees. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:

- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make knowingly false allegations; and
- Does not seek any personal or financial gain.

4. Who should you contact?

Anyone with a complaint or concern about the Corporation should contact Peter Bernier, President and Chief Executive Officer.

5. How the Corporation will respond

The Corporation will respond positively to your concerns. Where appropriate, the matters raised may:

(a) be investigated by management, the Board of Directors, internal audit (when implemented), or through the disciplinary process;
(b) be referred to the police;
(c) be referred to the external auditor or external legal counsel;
(d) form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may be resolved by agreed action without the need for investigation.

(a) acknowledging that the concern has been received;
(b) indicating how he/she proposes to deal with the matter;
(c) giving an estimate of how long it will take to provide a response;
(d) telling you whether any initial enquiries have been made; and
(e) telling you whether further investigations will take place and if not, why not.

The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Corporation will seek further information from you.

The Corporation will take steps to minimize any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the Corporation will arrange for you to receive advice about the procedure.

The Corporation accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcomes of any investigation.

6. Time Frames

Concerns will be investigated as quickly as possible. It should be borne in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be borne in mind that the seriousness and complexity of any complaint may have an impact on the time taken to investigate a matter. A designated person will indicate at the outset the anticipated time frame for investigating the complaint.

7. Prevention of recriminations, victimization or harassment

The Corporation will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Corporation a serious and genuine concern that they may have about an apparent wrongdoing.

8. Confidentiality and Anonymity

The Corporation will respect the confidentiality of any whistle blowing complaint received by the Corporation where the complainant requests that confidentiality. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name.

9. False and Malicious Allegations

The Corporation is proud of its reputation with the highest standards of honesty. It will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, the Corporation will regard the making of any deliberately false or malicious allegations by any employee of the Corporation as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause.

SCHEDULE "B"

DISSENT PROVISIONS OF THE BCBCA

Definitions and application

237 (1) In this Division:

“dissenter” means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

“notice shares” means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

“payout value” means,

(a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,

(b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,

(c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or

(d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations, excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

(a) the court orders otherwise, or

(b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder’s shares carry the right to vote, is entitled to dissent as follows:

(a) under section 260, in respect of a resolution to alter the articles

(i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on,

(ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company’s community purposes within the meaning of section 51.91, or

(iii) without limiting subparagraph (i), in the case of a benefit company, to alter the company’s benefit provision;

(b) under section 272, in respect of a resolution to adopt an amalgamation agreement;

(c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;

(d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;

(e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

(f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;

(g) in respect of any other resolution, if dissent is authorized by the resolution;

(h) in respect of any court order that permits dissent.

(1.1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent under section 51.995 (5) in respect of a resolution to alter its notice of articles to include or to delete the benefit statement.

(2) A shareholder wishing to dissent must

(a) prepare a separate notice of dissent under section 242 for

(i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,

(b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and

(c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

(a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and

(b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

239 (1)A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

(a) provide to the company a separate waiver for

(i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and

(b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right

to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to

(a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and

(b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

240 (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

(a) a copy of the resolution,

(b) a statement advising of the right to send a notice of dissent, and

(c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

(a) a copy of the entered order, and

(b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) or (1.1) must,

(a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,

(b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or

(c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of

(i) the date on which the shareholder learns that the resolution was passed, and

(ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

(a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or

(b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

(a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or

(b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

(a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;

(b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and

(i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;

(c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and

(i) the name and address of the beneficial owner, and

(ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

243 (1) A company that receives a notice of dissent under section 242 from a dissenter must,

(a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of

(i) the date on which the company forms the intention to proceed, and

(ii) the date on which the notice of dissent was received, or

(b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must

(a) be dated not earlier than the date on which the notice is sent,

(b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and

(c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

244 (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,

(a) a written statement that the dissenter requires the company to purchase all of the notice shares,

(b) the certificates, if any, representing the notice shares, and

(c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1) (c) must

(a) be signed by the beneficial owner on whose behalf dissent is being exercised, and

(b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out

(i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) that dissent is being exercised in respect of all of those other shares.

(3) After the dissenter has complied with subsection (1),

(a) the dissenter is deemed to have sold to the company the notice shares, and

(b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.

(4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.

(5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

245 (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

(a) promptly pay that amount to the dissenter, or

(b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may

(a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,

(b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and

(c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must

(a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or

(b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),

(a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or

(b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

(a) the company is insolvent, or

(b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

(a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;

(b) the resolution in respect of which the notice of dissent was sent does not pass;

(c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;

(d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;

(e)the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;

(f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;

(g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;

(h) the notice of dissent is withdrawn with the written consent of the company;

(i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

(a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,

(b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and

(c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.

SCHEDULE "C"

CHANGE OF AUDITOR REPORTING PACKAGE

NOTICE OF CHANGE OF AUDITOR

TO:	**TSX Venture Exchange** **British Columbia Securities Commission** **Alberta Securities Commission** **Ontario Securities Commission**
AND TO:	**De Visser Gray LLP, Chartered Professional Accountants**
AND TO:	**Smythe LLP, Chartered Professional Accountants**

NOTICE IS HEREBY GIVEN pursuant to Section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102") that Prosper Gold Corp. (the "**Corporation**") has changed its auditors from Smythe LLP, Chartered Professional Accountants (the "**Former Auditor**") to De Visser Gray LLP, Chartered Professional Accountants (the "**Successor Auditor**") effective July 7, 2026.

In accordance with Section 4.11(7), the Corporation confirms that:

(a) the Former Auditor has resigned on request of the Corporation effective July 7, 2026;

(b) the Corporation appointed De Visser Gray LLP, Chartered Professional Accountants as the successor auditor of the Corporation effective July 7, 2026;

(c) the resignation of the Former Auditor and the appointment of the Successor Auditor as auditors of the Corporation have been considered and approved by the Audit Committee and the Board of Directors of the Corporation;

(d) the Former Auditor's report on any of the Corporation's financial statements for the year ended October 31, 2025, did not contain any reservations;

(e) there have been no "reportable events" in connection with the audits of the two most recently completed fiscal years of the Corporation, nor for the period from the most recently completed period for which the Former Auditor issued an audit report in respect of the Corporation and the date of this Notice as defined in section 4.11(1) of NI 51-102; and

(f) the content of this Notice has been reviewed by the Audit Committee and the Board of Directors of the Corporation

DATED this 7th day of July 2026

Prosper Gold Corp.

"/s/ Sharon Lee"

Sharon Lee, Chief Financial Officer

July 8, 2026

Private and Confidential

TSX Venture Exchange
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Mesdames:

RE: PROSPER GOLD CORP. (THE "COMPANY")
CHANGE OF AUDITOR

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated July 7, 2026 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

SMYTHE LLP | **smythecpa.com**

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1700–475 Howe St
Vancouver, BC V6C 2B3
T: 604 687 1231
F: 604 688 4675

LANGLEY
600–19933 88 Ave
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T: 604 282 3600
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DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

401-905 West Pender St
Vancouver BC V6C 1L6
t 604.687.5447
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July 8, 2026

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

-and to-

Alberta Securities Commission
Suite 600, 250 – 5th St. SW
Calgary, Alberta T2P 0R4

-and to-

TSX Venture Exchange Inc.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta T2P 3C4

-and to-“

Ontario Securities Commission
20 Queen St W
Toronto, ON M5H 3R4

-and to-

Financial and Consumer Affairs Authority of Saskatchewan
2365 Albert St 4th Floor
Regina, SK S4P 4K1

Dear Sirs/Mesdames:

Re: Prosper Gold Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 – Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company’s Notice of Change of Auditor dated July 7, 2026 and agree with the information contained therein, based upon our knowledge of the information relating to said notice and of the Company at this time.

Yours truly,

De Visser Gray LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Per: James Roxburgh Ltd.

PROSPER GOLD CORP.

computershare

320 Bay Street, 14th Floor
Toronto, ON M5H 4A6
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on August 20, 2026

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Pacific Time, on August 18, 2026.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Appointment of Proxyholder

I/We being holder(s) of securities of Prosper Gold Corp. (the "Company") hereby appoint: Peter Bernier, or failing this person, Jim Miller-Tait, or failing this person, James Hedalen (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at 1570 – 200 Burrard Street, Vancouver on August 20, 2026 at 10:00 am, Pacific Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

	For	Against
1. **Number of Directors** To set the number of Directors at four (4).	☐	☐

2. **Election of Directors**

	For	Withhold		For	Withhold		For	Withhold
01. Peter Bernier	☐	☐	02. Jason Hynes	☐	☐	03. Jim Miller-Tait	☐	☐
04. James Hedalen	☐	☐						

	For	Withhold
3. **Appointment of Auditors** Appointment of De Visser Gray LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐

	For	Against
4. **Transaction Resolution** To consider and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the management information circular of Prosper Gold Corp. (the "**Company**") dated July 14, 2026, approving the sale of the Company's Golden Sidewalk Project to Kenorland Exploration Ltd.	☐	☐

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Fold

Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.**
If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Signing Capacity

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.

P P J Q 3 8 7 0 9 6 A R 1

PROSPER GOLD CORP.

Computershare

Please return completed form to:
Computershare
320 Bay Street 14th Floor
Toronto, ON M5H 4A6

☐ **Interim Financial Statements**
Mark this box if you would like to receive Interim Financial Statements by mail.

☐ **Annual Financial Statements**
Mark this box if you would like to receive the Annual Financial Statements by mail.

Financial Statements Request Form

Under securities regulations, a reporting issuer must send annually a form to holders to request the Interim Financial Statements and MD&A and/or the Annual Financial Statements and MD&A. If you would like to receive the report(s) by mail, please make your selection and return to the address as noted or register online at www.computershare.com/mailinglist.

Alternatively, you may choose to access the report(s) online at www.sedarplus.ca.

Computershare will use the information collected solely for the mailing of such financial statements. You may view Computershare's Privacy Code at www.computershare.com/privacy or by requesting that we mail you a copy.

Please place my name on your financial statements mailing list.

Name

Apt. Street Number Street Name

City Prov. / State Postal Code / Zip Code

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