

March 30, 2021

**British Columbia Securities Commission**

PO Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, BC  
V7Y 1L2

**Ontario Securities Commission**

20 Queen Street West, 19<sup>th</sup> Floor, Box 55  
Toronto ON  
M5H 3S8

Dear Sirs / Mesdames:

**Re: Prospect Ridge Resources Corp.**

We refer to the prospectus of Prospect Ridge Resources Corp. (the "Company") dated March 30, 2021 relating to, among other things: (1) the sale and issue to the public, in the provinces of British Columbia and Ontario, of a minimum of 3,000,000 common shares and a maximum of 5,000,000 common shares at a price of \$0.10 per share for minimum gross proceeds of \$300,000 and maximum gross proceeds of \$500,000, respectively; and (2) the distribution of 9,705,000 common shares issuable for no additional consideration upon the deemed exercise of 9,705,000 special warrants of the Company.

We consent to being named and to the use, in the above-mentioned prospectus, of our report dated March 30, 2021 to the Directors of the Company on the following financial statements:

Statement of financial position as at August 31, 2020;

Statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity for the period from incorporation on April 6, 2020 to August 31, 2020, and a summary of significant accounting policies and other explanatory information.

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,



**DAVIDSON & COMPANY LLP**

Chartered Professional Accountants

