

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Prospect Ridge Resources Corp. (the "**Company**")
488 – 1090 West Georgia St.
Vancouver, BC V6E 3V7

ITEM 2. DATE OF MATERIAL CHANGE

August 26, 2021

ITEM 3. NEWS RELEASE

Issued on August 27, 2021 and distributed through the facilities of GlobeNewswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has entered into a property option agreement with Loan Wolf Exploration Ltd. ("**Loan Wolf**") dated August 26, 2021 (the "**Agreement**"), pursuant to which the Company has acquired options to purchase a 100% interest in and to certain mineral claims and placer claims collectively known as the Holy Grail Property (the "**Property**"). Such options are comprised of: (1) an option to purchase 50% of the mineral claims comprising the Property (the "**First Option**"); (2) an option to purchase the remaining 50% of the mineral claims comprising the Property (the "**Second Option**"); and (3) an option (the "**Placer Option**" and, together with the First Option and the Second Option, the "**Option**") to purchase 100% of the placer claims comprising the Property (the "**Placer Claims**").

The Company also announced that Michael Iverson has been appointed as its new Chief Executive Officer and a director, with Liam Corcoran voluntarily stepping down as Chief Executive Officer. Mr. Corcoran will continue to serve on the Company's board of directors.

The Company further announced that it has issued a total of 2,850,000 stock options to certain of its directors, officers, employees and consultants. All of the stock options will be exercisable for a period of 5 years at an exercise price of \$0.50.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Holy Grail Agreement

The Company announced that it has entered into the Agreement, pursuant to which the Company has acquired the Option. The Property is located north of Terrace, B.C., near the historical mining area known as the Golden Triangle.

In order to maintain and exercise the First Option, Prospect must satisfy the following requirements:

	Shares	Cash	Expenditures
On closing date of the Agreement (the "Closing Date")	2,000,000	\$200,000	-
On first anniversary of the Closing Date	1,000,000	\$160,000	\$1,000,000
On second anniversary of the Closing Date	1,000,000	\$160,000	\$1,000,000
TOTAL	4,000,000	\$520,000	\$2,000,000

In order to maintain and exercise the Second Option, Prospect must satisfy the following requirements:

	Shares	Cash	Expenditures
On third anniversary of the Closing Date	1,000,000	\$160,000	\$1,000,000
On fourth anniversary of the Closing Date	1,000,000	\$160,000	\$1,000,000
On fifth anniversary of the Closing Date	1,000,000	\$160,000	\$1,000,000
TOTAL	3,000,000	\$480,000	\$3,000,000

In order to maintain and exercise the Placer Option, Prospect must, subject to exercise of the Second Option, make a cash payment in the amount of the aggregate staking and maintenance costs incurred by Prospect on the Placer Claims up to and including the Closing Date on or before the date that is 30 days after the deemed exercise of the Second Option.

The Company has granted Loan Wolf a 3.0% net smelter returns royalty (the "**Royalty**") with respect to non-placer operations on the Property. The Company has the right to purchase from Loan Wolf 1.0% of the Royalty for \$1,000,000 within 5 years after the earlier of the date that Option is exercised or the Agreement is terminated. With respect to placer operations on the Placer Claims, the Company has also granted Loan Wolf a royalty, payable in kind, equal to 10% of the placer gold and gemstones removed from the Property.

During the period ending on the earlier of the date the Option is exercised and the date the Agreement is terminated, and for a period of two years thereafter, the Company has agreed to provide Loan Wolf with a right of first refusal to participate in any equity financing conducted by the Company such that its aggregate holding of common shares in the Company (including convertible securities held by Loan Wolf)

equals 9.9% of the then-issued common shares of the Company upon completion of the equity financing.

Finder's Fees

In connection with the Agreement, the Company has also agreed to issue to Triple K Ventures Ltd. ("**Triple K**") an aggregate of 1,000,000 finder's shares in accordance with the following schedule:

	Finder's Shares
On signing of the Agreement	285,715
On first anniversary of the Agreement	142,857
On second anniversary of the Agreement	142,857
On third anniversary of the Agreement	142,857
On fourth anniversary of the Agreement	142,857
On fifth anniversary of the Agreement	142,857
TOTAL	1,000,000

The Company has further agreed to reimburse Triple K for certain expenditures incurred in respect of the Property in the amount of \$293,339.50.

Triple K is 100% owned and controlled by Michael Iverson, who is being appointed as the Chief Executive Officer and a director of the Company, as discussed below.

Appointment of Michael Iverson as Chief Executive Officer and Director

The Company is also pleased to announce that Michael Iverson has been appointed as its new Chief Executive Officer and a director, with Liam Corcoran voluntarily stepping down as Chief Executive Officer. Mr. Corcoran will continue to serve on the Company's board of directors.

Mr. Iverson brings over 30 years of executive experience in public markets, including corporate development, capital formation, acquisitions and mergers. In 1998, Mr. Iverson founded Niogold Mining Corp. (previously TSXV:NOX) and co-founded Fortuna Silver Mines Inc. (TSE:FVI), and went on to serve in various executive roles at both companies including Chairman, Chief Executive Officer and President until 2016. Since 2007, Mr. Iverson has also held various executive positions at Volcanic Gold Mines (CSE:VG). At Niogold, he led the acquisition and exploration of a large land package in Val D'Or, following which the company was acquired by Oban Mining Corp., now operating as Osisko Mining Inc. (TSE:OSK), as a significant premium to the company's market capitalization. At Fortuna, he was an integral part of the company's successful development into a silver producer with operating mines in Peru and Mexico. This is Mr. Iverson's first position as Chief Executive Officer of a public company since transitioning out of that role with Niogold in 2016. Mr. Iverson brings a wealth of experience in public and private equity markets and important

management disciplines in strategic planning, sales and marketing, having raised, invested and co-invested \$100 million in the companies he has led and advised. Mr. Iverson has acted as the CEO and/or director of companies over the years which have achieved, in aggregate during the periods of time while Mr. Iverson was so acting, peak market capitalizations in excess of \$1 billion.

Grant of Options

The Company also announces that it has issued a total of 2,850,000 stock options to certain of its directors, officers, employees and consultants. All of the stock options will be exercisable for a period of 5 years at an exercise price of \$0.50.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Bennett Liu, Chief Financial Officer
Telephone: (236) 521-0576

ITEM 9. DATE OF REPORT

September 8, 2021