

**FORM 51-102F3
AMENDED AND RESTATED MATERIAL CHANGE REPORT***

ITEM 1. NAME AND ADDRESS OF COMPANY

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

ITEM 2. DATE OF MATERIAL CHANGE

September 24, 2021

ITEM 3. NEWS RELEASE

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

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed its non-brokered private placement (the "**Private Placement**"), whereby the Company has completed the issuance of 17,142,856 units (each, a "**Unit**") at a price of \$0.35 per Unit for gross proceeds of approximately \$6,000,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it closed the Private Placement of 17,142,856 Units for gross proceeds of approximately \$6,000,000.

Each Unit consists of one common share in the capital of the Company (a "**Share**") and one-half of one Share purchase warrant (a "**Warrant**"). Each whole Warrant will entitle the holder, on exercise thereof, to purchase one additional Share of the Company at a price of \$0.70 per Share for a period of 18 months from the date of issuance, subject to a forced exercise clause in the event that the trading price of the Shares equals or exceeds \$1.15 for 10 consecutive days.

The funds raised in the Private Placement will be used for exploration purposes on the Holy Grail and other projects, marketing and public relations and for general working capital purposes.

In connection with the Private Placement, the Company issued 250,510 non-transferable finders' warrants (the "**Finders' Warrants**") and paid commissions of approximately \$83,000 to certain finders on a portion of the Private Placement. Each Finders' Warrant will entitle the holder, on exercise thereof, to purchase one additional Share of the Company at a price of \$0.70 per Share for a period of 18

* This Amended and Restated Material Change Report amends and restates the Material Change Report filed by the Company on October 4, 2021 to correctly disclose the holdings of an insider of the Company under Item 5.1 prior to and following the Private Placement (as defined in Item 4).

months from the date of issuance, subject to a forced exercise clause in the event that the trading price of the Shares equals or exceeds \$1.15 for 10 consecutive days. In accordance with applicable securities laws, all securities issued pursuant to the Private Placement will be subject to a four-month hold period.

Certain directors, officers and other insiders of the Company (“**Interested Parties**”) purchased or acquired direction or control over a total of 571,428 Units as part of the Private Placement. The placement to those persons constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Notwithstanding the foregoing, the directors of the Company have determined that the Interested Parties’ participation in the Private Placement will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that, at the time the Private Placement was agreed to, neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received for those securities, in so far as the Private Placement involves the Interested Parties, exceeds 25 per cent of the Company’s market capitalization. The Company did not file a material change report 21 days prior to the closing of the Private Placement as the details of the participation of Interested Parties had not been confirmed at that time.

The table below sets out the shareholdings of the Interested Parties prior to and following completion of the Private Placement on a non-diluted basis:

| Name | Shareholdings prior to the Private Placement | | Shareholdings following the Private Placement | |
|-----------------|--|------------|---|------------|
| | Number | Percentage | Number | Percentage |
| Michael Iverson | 510,715 ⁽¹⁾ | 1.65% | 1,082,143 ⁽²⁾ | 2.25% |

Note:

- (1) 285,715 of these Shares are held by Triple K Ventures Ltd., a company controlled by Michael Iverson.
- (2) 571,429 of these Shares are held by Triple K Ventures Ltd., a company controlled by Michael Iverson.

In connection with the Private Placement, the Insiders entered into subscription agreements with the Company containing customary provisions and on the same terms as the arm’s length subscribers to the Private Placement.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

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

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Michael Iverson, Chief Executive Officer and Director
Telephone: 604-351-3351

ITEM 9. DATE OF REPORT

October 6, 2021