

**FORM 51-102F3
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

November 5, 2021

ITEM 3. NEWS RELEASE

Issued on November 5, 2021, and distributed through the facilities of GlobeNewswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that Bennett Liu has resigned from his position as Chief Financial Officer ("**CFO**") the Company has appointed Stella Chen as the new CFO.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that Bennett Liu has resigned from his position as CFO. Mr. Liu is an associate of Red Fern Consulting Ltd. ("**Red Fern**"), which provides the Company with accounting and advisory services. The Company has chosen to replace Mr. Liu with Stella Chen, a senior associate with Red Fern. Ms. Chen is a graduate from Simon Fraser University and the University of British Columbia. She is a Chartered Professional Accountant candidate and has worked in a variety of roles for publicly listed companies on the TSX and TSXV. Ms. Chen will step into the role of CFO effective immediately.

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

November 25, 2021