Form 45-106F1 Report of Exempt Distribution

| ITEM 1 - REPORT TYPE |
|--|
| ✓ New report ☐ Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD) |
| ITEM 2 - PARTY CERTIFYING THE REPORT |
| Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure). |
| ☐ Investment fund issuer |
| ☑ Issuer (other than an investment fund) |
| ☐ Underwriter |
| ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS |
| Provide the following information about the issuer, or if the issuer is an investment fund, about the fund. |
| Full legal name Prospect Ridge Resources Corp. / Prospect Ridge Resources Corp. |
| Previous full legal name |
| If the issuer's name changed in the last 12 months, provide most recent previous legal name. |
| Website www.prospectridgeresources.com (if applicable) |
| If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier". |
| Legal entity identifier |
| If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above. |
| Full legal name(s) of co-issuer(s) (if applicable) |
| |
| ITEM 4 - UNDERWRITER INFORMATION |
| If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number. |
| Full legal name |
| Firm NRD number (if applicable) |
| SEDAR+ profile number |

| ITEM 5 - ISSUER INFORMATION | |
|--|-----|
| If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. | |
| a) Primary industry | |
| Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity. | |
| NAICS industry code 212220 | |
| If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issue operating in the mining industry. Select the category that best describes the issuer's stage of operations. | ers |
| ☑ Exploration ☐ Development ☐ Production | |
| Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. | |
| ☐ Mortgages☐ Real estate☐ Commercial/business debt☐ Consumer debt☐ Private companie☐ Cryptoassets | S |
| b) Number of employees | |
| Number of employees: 🗸 0 - 49 🗌 50 - 99 📗 100 - 499 📗 500 or more | |
| c) SEDAR+ profile number | |
| Provide the issuer's SEDAR+ profile number | |
| 000051024 | |
| | |
| ITEM 6 - INVESTMENT FUND ISSUER INFORMATION | |
| TIEM 6 - INVESTMENT FOND ISSUER INFORMATION | |
| If the issuer is an investment fund, provide the following information. | |
| a) Investment fund manager information | |
| Full legal name | |
| Firm NRD number (if applicable) | |
| SEDAR+ profile number | |
| b) Type of investment fund | |
| Type of investment fund that most accurately identifies the issuer (select only one). | |
| ☐ Money market ☐ Equity ☐ Fixed income ☐ Balanced | |
| ☐ Alternative strategies ☐ Cryptoasset ☐ Other (describe) | |
| |] |

| Indicate whether one or k | ooth of the follow | ing apply to the investi | ment fund. | | | | | | |
|---|---|--------------------------|------------------------|-----------------------|-----------------|-----------------------|--|--|--|
| ☐ Invest primarily in o | ther investment | : fund issuers | | | | | | | |
| ☐ Is a UCITs Fund ¹ | | | | | | | | | |
| ¹ Undertaking for the Collectiv that allow collective investmer | | | | | | Union (EU) directives | | | |
| | that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. | | | | | | | | |
| c) Net asset valu | ie (NAV) of the | e investment fund | | | | | | | |
| Select the NAV range of th | he investment fun | nd as of the date of the | most recent NAV calc | ulation (Canadio | an \$). | | | | |
| ☐ Under \$5M | |] \$5M to under \$25M | \$25M to unde | er \$100M | Date of NA | / calculation: | | | |
| ☐ \$100M to under \$50 | 0014 |] \$500M to under \$1E | B | | | | | | |
| \$100W to under \$50 | JOINI | j \$500ivi to under \$16 | p □ ≱ip oi ovei | | YYYY | MM DD | | | |
| ITEM 7 INCORNA | TION ABOU | IT THE DISTRIB | UTION | | | | | | |
| ITEM 7 - INFORM | ATION ABOU | I THE DISTRIB | UTION | | | | | | |
| If an issuer located outsi | | | | | | | | | |
| information about purch commissions or finder's f | | | | | | | | | |
| Item 7 must reconcile wit | | | | sea iii iteiii o. iii | ic injormatio | n provided m | | | |
| a) Currency | | | | | | | | | |
| | | | | | , | | | | |
| Select the currency or cur dollars. | rencies in which | the distribution was m | ade. All dollar amoun | ts provided in th | ne report mus | st be in Canadian | | | |
| Canadian dollar | US dollar | ☐ Euro Other | (describe) | | | | | | |
| | | | | | | | | | |
| b) Distribution (| dates | | | | | | | | |
| Charles the adjusting the area | | 1646 | : <i>f</i> | :1 | | | | | |
| State the distribution state the distribution date as b | | | | | | | | | |
| include the start and end | | | | | | • | | | |
| Start date | 2024 | 06 13 | End date | 2024 | 06 13 |] | | | |
| | YYYY | MM DD | | YYYY | MM DD | J | | | |
| c) Detailed purc | haser informa | ation | | | | | | | |
| c) Detailed pare | nasci illioitila | 10011 | | | | | | | |
| Complete Schedule 1 of | f this form for ea | ach purchaser and at | tach the schedule to | the completed | l report. | | | | |
| d) Types of secu | ırities distribu | ted | | | | | | | |
| Provide the following info | ormation for all d | listributions raportad c | n a ner security hasis | Defer to Dart A | (12) of the Inc | tructions for how | | | |
| to indicate the security co | | | | | | | | | |
| distributed. | | | | | | | | | |
| | | | | | Canadian \$ | • | | | |
| Security CUSIP | | | Number of | Single or | Highest | | | | |
| code number (if | Descript | ion of security | securities | lowest price | price | Total amount | | | |

12,809,500.0000

0.1600 2,049,520.0000

0.1600

UBS

applicable)

Unit comprised of one common s

| hare and one-half of a share purc | | |
|-----------------------------------|--|--|
| hase warrant. | | |

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

| Convertible / exchangeable | Underlying | Exercise price (Canadian \$) | | Expiry date (YYYY-MM-DD) | | Describe other terms (if |
|----------------------------|-----------------------|---------------------------------|---------|--------------------------|-----|--|
| security code | ty code security code | | Highest | | | applicable) |
| WNT | CMS | 0.2500 | 0.2500 | 2026-06-13 | 1:1 | Each whole warrant entitles the holder to purchase one common share at \$0.25 for 24 months subject to accele rate expiry. |

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

| Province or country | Exemption relied on | Number of unique purchasers ^{2a} | Total amount (Canadian \$) |
|---------------------|---|--|-------------------------------|
| British Columbia | NI 45-106 2.3 [Accredited investor] | 19 | 813,480.0000 |
| British Columbia | NI 45-106 2.5 [Family, friends and business associates] | 16 | 923,000.0000 |
| IAIDerta | NI 45-106 2.5 [Family, friends and business associates] | 1 | 10,000.0000 |
| Ontario | NI 45-106 2.3 [Accredited investor] | 2 | 64,000.0000 |
| Québec | NI 45-106 2.3 [Accredited investor] | 10 | 159,040.0000 |
| Germany | NI 45-106 2.3 [Accredited investor] | 1 | 80,000.0000 |
| | \$2,049,520.0000 | | |
| | Total number of unique purchasers ^{2b} | 49 | |

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada,

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

| Province or country | Net proceeds (Canadian \$) |
|---|----------------------------|
| | |
| Total net proceeds to the investment fund | |

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. If yes, indicate number of persons compensated. | 5 ☐ No ✓ Yes a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual VENTUM FINANCIAL CORP. Firm NRD number | 5290 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Country Postal code/Zip code Email address Telephone number c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager ☐ Employee of the issuer or investment fund manager ✓ None of the above d) Compensation details

| Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incided services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer. | ntal to the distribut or report on, intern | ion, such as clerical | , printing, legal or o | accounting |
|---|---|--|------------------------|------------|
| Cash commissions paid | \$8,120.0000 | | | |
| Value of all securities distributed as compensation 4 | | | | |
| Security codes | Security code 1 | Security code 2 | Security code 3 | |
| Security codes | WNT | | | |
| Describe terms of warrants, options or other rights Other compensation ⁵ Describe | to purchase one | each warrant entit common share at 6, subjected to acc | a price of \$0.25 | |
| Total compensation paid | \$8,120.0000 | | | |
| Check box if the person will or may receive any def | erred compensati | on (describe the te | erms below) | |
| | | | | |
| ⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation. | | _ | · | |

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional** copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ☐ No If yes, indicate number of persons compensated. | 5 ✓ Yes a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual HAYWOOD SECURITIES INC. / VALEURS MOBILIERES HAYWOOD Inc. Firm NRD number | 1630 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Country Postal code/Zip code Email address Telephone number c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager ✓ None of the above d) Compensation details

| Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu | nmissions, securitie ntal to the distribut or report on, intern | s-based compensat ion, such as clerical | ion, gifts, discounts o , printing, legal or acc | or other counting |
|--|--|--|---|----------------------|
| Cash commissions paid | \$3,500.0000 | | | |
| Value of all securities distributed as compensation ⁴ | | | | |
| Security codes | Security code 1 | Security code 2 | Security code 3 | |
| security codes | WNT | | | |
| Describe terms of warrants, options or other rights | 21,875 warrants, each warrant entitling the holder to purchase one common share at a price of \$0.25 until June 13, 2026, subjected to accelerated expiry. | | | |
| Other compensation ⁵ | | | | |
| Describe | | | 7 | |
| | | | _ | |
| Total compensation paid | \$3,500.0000 | | | |
| Check box if the person will or may receive any def | erred compensation | on (describe the te | rms below) | |
| | | | | |
| ⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer. | | _ | · | |
| ⁵ Do not include deferred compensation. | | | | |

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ☐ No **V** Yes If yes, indicate number of persons compensated. 5 a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. RESEARCH CAPITAL CORPORATION / CORPORATION RECHERCHE Full legal name of non-individual **CAPITAL** Firm NRD number | 3070 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Country Postal code/Zip code **Email address** Telephone number c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. ☐ Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) $\hfill \square$ Director or officer of the investment fund or investment fund manager ☐ Employee of the issuer or investment fund manager ✓ None of the above

| d) Compensation details | | | | | | |
|---|---------------------------------------|--|-------------------|--|--|--|
| Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. | | | | | | |
| Cash commissions paid | \$10,735.2000 | | | | | |
| Value of all securities distributed as compensation ⁴ | | | | | | |
| Security codes | Security code 1 | Security code 2 | Security code 3 | | | |
| Security codes | WNT | | | | | |
| Describe terms of warrants, options or other rights Other compensation ⁵ Describe | to purchase one until June 13, 202 | each warrant enti common share at :6, subjected to acc | a price of \$0.25 | | | |
| Total compensation paid | \$10,735.2000 | | | | | |
| Check box if the person will or may receive any deferred compensation (describe the terms below) | | | | | | |
| ⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation. | | _ | · · | | | |

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. If yes, indicate number of persons compensated. | 5 ☐ No ✓ Yes a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual RAYMOND JAMES LTD. Firm NRD number | 8240 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Country Postal code/Zip code Email address Telephone number c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager ☐ Employee of the issuer or investment fund manager ✓ None of the above d) Compensation details

| Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu | nmissions, securities ntal to the distribut or report on, intern | s-based compensat ion, such as clerical | ion, gifts, discounts o , printing, legal or ac | or other ccounting |
|--|--|--|--|-----------------------|
| Cash commissions paid | \$6,160.0000 | | | |
| Value of all securities distributed as compensation ⁴ | | | | |
| Security codes | Security code 1 | Security code 2 | Security code 3 | |
| security codes | WNT | | | |
| Describe terms of warrants, options or other rights | 38,500 warrants, each warrant entitling the holder to purchase one common share at a price of \$0.25 until June 13, 2026, subjected to accelerated expiry. | | | |
| Other compensation ⁵ | | | _ | |
| Describe | | | | |
| Total compensation paid | \$6,160.0000 | | | |
| ☐ Check box if the person will or may receive any def | erred compensation | on (describe the te | erms below) | |
| | | | | |
| ⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. | | _ | | |
| ⁵ Do not include deferred compensation. | | | | |

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. If yes, indicate number of persons compensated. | 5 ☐ No ✓ Yes a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual | LEEDE JONES GABLE INC. Firm NRD number | 5770 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Country Postal code/Zip code Email address Telephone number c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager ☐ Employee of the issuer or investment fund manager ✓ None of the above d) Compensation details

| Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incides services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issue | nmissions, securitie ntal to the distribut or report on, intern | s-based compensat ion, such as clerical | ion, gifts, discounts l, printing, legal or d | or other accounting |
|---|---|--|--|------------------------|
| Cash commissions paid | | | | |
| Value of all securities distributed as compensation ⁴ | | | | |
| Security codes | Security code 1 | Security code 2 | Security code 3 | |
| Security codes | WNT | | | |
| Describe terms of warrants, options or other rights | to purchase one | each warrant entit common share at 6, subjected to acc | a price of \$0.25 | |
| Other compensation ⁵ | | | | |
| Describe | | | | |
| | | | | |
| Total compensation paid | | | | |
| ☐ Check box if the person will or may receive any def | erred compensati | on (describe the te | _ erms below) | |
| | | | | |
| ⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation. | | _ | • | |
| ITEM O DIDECTORS EVECUTIVE OFFICE | DC AND DDOA | AOTERS OF T | UE ICCUED | |
| ITEM 9 – DIRECTORS, EXECUTIVE OFFICE | RS AND PROM | NOTERS OF IT | HE ISSUEK | |
| If the issuer is an investment fund, do not complete It | em 9. Proceed to I | tem 10. | | |
| Indicate whether the issuer is any of the following (select tl | he one that annlies | _ if more than one | annlies select only | one) |
| Reporting issuer in a jurisdiction of Canada | re one that applies | ij more alan one | applies, sereet only | oney. |
| Foreign public issuer | | | | |
| ☐ Wholly owned subsidiary of a reporting issuer in ar | ny jurisdiction of C | anada ⁶ | | |
| Provide name of reporting issuer | | | | |
| ☐ Wholly owned subsidiary of a foreign public issuer | 6 | | | |
| Provide name of foreign public issuer | | | | |
| Issuer distributing only eligible foreign securities ar | nd the distribution | is to permitted cli | ents only ⁷ . | |
| If the issuer is at least one of the above, do not comple | ete Item 9(a) - (c). | Proceed to Item 1 | 0. | |
| ⁶ An issuer is a wholly owned subsidiary of a reporting issussecurities, other than securities that are required by law to | | | | - |

| or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. |
|--|
| ☐ If the issuer is none of the above, check this box and complete Item 9(a) – (c). |
| a) Directors, executive officers and promoters of the issuer |

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

| Organization or company name | Family giv name giv | First given | Secondary en given names | Business location of non-individual or residential jurisdiction of individual | Relationship to issuer (select all that apply) | | |
|------------------------------|------------------------------|----------------|-----------------------------|---|---|---|---|
| | | name | | Province or country | D | 0 | Р |
| | | | | | | | |

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

| Organization or company name | Family First give | First given | | Residential jurisdiction of individual | | promoter (select if applicable) |
|------------------------------|-------------------|-------------|--|--|---|------------------------------------|
| | | name | | Province or country | D | О |
| | | | | | | |

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

| Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution. | | | | | | |
|--|--|---|---|---|--|--|
| By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete. | | | | | | |
| Name of Issuer/ investment fund manager/agent PROSPECT RIDGE RESOURCES CORP. | | | | | | |
| LIM | Toby | | | | | |
| Family name | First given name | | Secondary given names | | | |
| Director | | | | | | |
| +1 (604) 428-5170 | Email address | tlim@vantage | lawcorp.com | | | |
| "Toby Lim" | Date | 2024 YYYY | 06 24 MM DD | | | |
| | c of exempt distribution. mation below, I certify, on beha thority or regulator, as applical ligence, the information provio PROSPECT RIDGE RESOURCE LIM Family name Director +1 (604) 428-5170 | r of exempt distribution. mation below, I certify, on behalf of the issuer/ thority or regulator, as applicable, that I have r ligence, the information provided in this repor PROSPECT RIDGE RESOURCES CORP. LIM To Family name First give Director +1 (604) 428-5170 Email address | r of exempt distribution. mation below, I certify, on behalf of the issuer/underwriter/ir thority or regulator, as applicable, that I have reviewed this religence, the information provided in this report is true and, to PROSPECT RIDGE RESOURCES CORP. LIM Toby Family name First given name Director +1 (604) 428-5170 Email address tlim@vantage "Toby Lim" Date 2024 | r of exempt distribution. mation below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the thority or regulator, as applicable, that I have reviewed this report and to my knowledge, having ligence, the information provided in this report is true and, to the extent required, complete. PROSPECT RIDGE RESOURCES CORP. LIM Toby Family name First given name Secondary given names Director +1 (604) 428-5170 Email address tlim@vantagelawcorp.com "Toby Lim" Date 2024 06 24 | | |

| | |
|--|--------|
| | PERSON |
| | |
| | |

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

| ✓ Same as individual certifying the report | | | | | | |
|--|-------------|------------------|-----------------------|--|--|--|
| Full legal name | | | | | | |
| | Family name | First given name | Secondary given names | | | |
| Title | | | | | | |
| Name of company | | | | | | |
| Telephone number | | Fmail address | | | | |

NOTICE - COLLECTION AND USE OF PERSONAL INFORMATION

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation. If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.