

Form 51-102F3
Material Change Report

1. Name and Address of Company

Prudent Minerals Corp.
830-1100 Melville Street
Vancouver, BC, V6E 4A6

(the “Company”)

2. Dates of Material Change (s)

July 24, 2023

3. News Release(s)

A news release was issued on July 24, 2023 and disseminated via Stockwatch, pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company is pleased to announce, further to its news releases dated August 10, 2022 and December 30, 2022, it has completed (the “Closing”) the acquisition of all of the issued and outstanding shares of Berlin Precious Metals Corp.

Prudent Minerals issued 8,000,000 common shares (the “Prudent Shares”) and 8,000,000 common share purchase warrants to the shareholders of Berlin in exchange for all of the issued and outstanding common shares of Berlin.

5. Full Description of Material Changes

News Release July 24, 2023 – See Schedule “A”

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Brett Match, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 365-1522.

9. Date of Report

This report is dated August 3, 2023.

SCHEDULE "A"
to the Material Change Report dated August 3, 2023

PRUDENT MINERALS CORP. COMPLETES ACQUISITION OF BERLIN PRECIOUS METALS CORP.

CANADIAN SECURITIES EXCHANGE: PRUD

FOR IMMEDIATE RELEASE

VANCOUVER, BRITISH COLUMBIA – July 24, 2023 – Prudent Minerals Corp. (“**Prudent Minerals**” or the “**Company**”) (CSE: PRUD) is pleased to announce, further to its news releases dated August 10, 2022 and December 30, 2022, it has completed (the “**Closing**”) the acquisition of all of the issued and outstanding shares of Berlin Precious Metals Corp. (“**Berlin**”) pursuant to the terms of a share exchange agreement dated December 30, 2022 (the “**Definitive Agreement**”) between the Company, Berlin and the shareholders of Berlin (the “**Berlin Shareholders**”).

Pursuant to the Definitive Agreement and in consideration for the acquisition, Prudent Minerals issued 8,000,000 common shares (the “**Prudent Shares**”) and 8,000,000 common share purchase warrants (the “**Prudent Warrants**”, and together with the Payment Shares, the “**Transaction Securities**”) to the shareholders of Berlin in exchange for all of the issued and outstanding common shares of Berlin. The Transaction Securities are subject to a voluntary release schedule with 25% of the Transaction Securities released twenty-four months after Closing, 25% to be released thirty-six months after Closing, 25% to be released forty-eight months after Closing, and 25% to be released sixty months after Closing. Each Prudent Warrant allows its holder to acquire a Prudent Share for \$0.50 for a period of five years.

About the Company:

Prudent Minerals Corp. is a Canadian publicly listed company conducting exploration on its SAT Property in British Columbia, Canada. On April 18, 2022, Prudent commenced trading on the Canadian Securities Exchange (CSE: PRUD) as a mineral exploration company engaged in primarily acquisition, exploration and, if warranted, development of mineral properties.

For more information visit: <https://www.prudentminerals.com/>

For additional information contact: E. info@prudentminerals.com

The Canadian Securities Exchange has not reviewed or approved the content of this news release and accepts no responsibility for the adequacy or accuracy of this release.

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the Canadian Securities Exchange. There are

uncertainties inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the commercialization plans for Prudent Minerals Corp. described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at www.sedar.com