

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Prosperity Exploration Corp. (the “**Company**”)
1240 - 789 West Pender Street
Vancouver, British Columbia, V6C 1H2

2. Date of Material Change

January 28, 2022

3. Date of News Release

News Release dated January 28, 2022, was disseminated through Accesswire.

4. Summary of Material Change

The Company completed its initial public offering of 3,503,400 common shares for a cross proceeds of \$350,340 through its agent PI Financial Corp. The Company’s common shares were approved for listing on the Canadian Securities Exchange commenced trading on the January 31, 2022, under the symbol “PROP”.

5. Full Description of Material Change

5.1. Full Description of Material Change

The Company completed its initial public offering (the “**Offering**”) of 3,503,400 common shares (the “**Shares**”) for gross proceeds of \$350,340 through its agent, PI Financial Corp. (the “**Agent**”). In connection with the Offering, the Agent received a cash commission equal to 10% of the gross proceeds of the Offering and non-transferable agent’s options to purchase up to 350,340 Shares at a price of \$0.10 per Share until January 28, 2025. The Agent was also paid a corporate finance fee for its services in connection with the Offering. The Company’s common shares were approved for listing on the Canadian Securities Exchange (the “**Exchange**”) and commenced trading on the Exchange on January 31, 2022, under the trading symbol “PROP”

5.2. Disclosure of Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. **Executive Officer**

Michael England, Chief Executive Officers,
Phone: (604) 288.4418
Email: mike@engcom.com

9. **Date of Report**

May 6, 2022