PROSPER GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JANUARY 31, 2021

1.1 DATE

This management's discussion and analysis ("MD&A") of the financial condition and operating results of Prosper Gold Corp. ("Prosper Gold" or the "Company") for the period ended January 31, 2021 is derived from, and should be read in conjunction with, Prosper Gold's unaudited condensed interim financial statements for the period ended January 31, 2021, as publicly filed on Sedar at www.sedar.com.

The Company prepared the unaudited condensed interim financial statements and note disclosures for the period ended January 31, 2021 in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements, but does not form part of the Company's unaudited condensed interim financial statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise stated.

Cautionary Note to Investors Concerning Forward-looking Statements

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A contains forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business, and the economic environment in which it operates. These statements are not guarantee of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of specific risks associated with the operations of the Company are set out under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

All forward-looking statements have been made subject to risk factors summarized on page 10 of this MD&A.

This MD&A has been prepared using information as of March 26, 2021 and approved by the Board on March 26, 2021.

1.1 BUSINESS OVERVIEW

Prosper Gold is an exploration and development company focused on acquiring and advancing mineral prospects in British Columbia and Ontario.

PROJECTS

RED LAKE PROJECTS

In August 2020 Prosper Gold optioned, staked, and purchased over 16,000 hectares of mineral claims and leases in Red Lake, Ontario. The claims include the Golden Sidewalk and Skinner projects, with the consolidated land position now termed the Golden Sidewalk Project. The Company received final results and interpretations in January of 2021 for an airborne Magnetic-Electromagnetic survey flown late in the 2020 fiscal period that covers approximately two-thirds of the Project, including the original Golden Sidewalk and Skinner claims. The airborne survey results will be incorporated into regional targeting initiatives to be completed in 2021.

Golden Sidewalk

Gold was first discovered on this property in 1926. The discovery was called the "Golden Sidewalk" on the early maps, where it was described as a white granular quartz vein 11 feet (3.35 m) wide where exposed and was observed to contain an abundance of coarse gold. The Bathurst Mine was developed in 1929 with a 61 m shaft and two levels with about 900 m of drifting and cross cuts. A total of 149 oz of gold and 50 oz of silver were produced in 1929 and the Bathurst Mine saw intermittent production until 1937.

High-grade gold samples have been collected in a northeast trending area about 1,500 m long near the Bathurst Mine. In September of 2004, Sabina Gold and Silver Corp. ("Sabina") prospected the property and discovered two new gold zones. Grab sampling returned extremely high gold grades, approximately 800 m southwest of the Bathurst Mine, from what has been called the "Joe Vein". The Joe Vein was traced for about 30 meters before disappearing under overburden and swamp. The Joe Vein channel sampling returned assay intercepts of up to 73.09 g/t gold (2.35 oz/t gold) over 2.4 m on surface and remains open at both ends. Assays returned from grab samples ran as high as 3,742.55 g/t gold (109.17 oz/t gold).

Twenty-three holes totaling 2,472 m were drilled in March 2008. Drilling intersected gold mineralization in the primary target "Bathurst Mine Horizon" and discovered a second horizon with high-grade gold mineralization, including 45.96 g/t gold (1.34 oz/t gold) over 1.70 m 420 m west of the Bathurst Mine. The diamond drilling of the "Bathurst Mine Horizon" and the new "Upper Bathurst Mine Horizon" confirmed the presence of multiple gold bearing structures with further potential along strike and at depth.

Skinner Project

The Skinner project is adjacent to and south of the Golden Sidewalk. Gold was discovered there by Thomas Dunkin in 1926. Dunkin Gold Mines was incorporated in 1928 and a 271 foot (83 m) shaft was sunk to follow-up on the high-grade gold veining observed on surface. No production was reported. Other high-grade gold occurrences on the claims include the Dunkin II (grab samples up to 73 g/t gold) and Vihonen (grab samples up to 182 g/t gold).

In 1993, the Geological Survey of Canada released results from a basal till sampling program performed in the Red Lake area (*Open File 2583, 1993 by D.R. Sharpe*). Follow-up work traced the survey findings up ice towards magnetic anomalies located at or near the Balmer/Confederation Assemblage contact. The gold grains are less rounded and mechanically worn (more pristine), which can reflect a local source. In summer and fall 2003, Teck carried out extensive exploration including a detailed airborne magnetometer survey, aerial photography, geological mapping and rock sampling, rock geochemical survey, and till sampling.

Teck's till sampling identified many samples with pristine gold grains in a down-ice dispersal zone measuring 5 km wide by 3 km long concentrated along a regional unconformity. More detailed till sampling and a reconnaissance induced polarization ("IP") survey were recommended to define follow-up drill targets.

After completion of geophysical, geological and geochemical surveys in the fiscal 2020 period, the Company has outlined a large, highly prospective target now named the Golden Corridor. The target area is defined as a west-northwest to west-trending structural corridor in proximity to a regional-scale fault that is also an unconformable contact between two lithologic assemblages. The Golden Corridor exhibits favourable multi-parameter geophysical signatures and is supported by a 3,300 m by 500 m pristine gold grain-in-till anomaly. Given the prospectivity and potential for a large gold system, the Golden Corridor is now the Company's primary focus of exploration at the Golden Sidewalk Project. The Company commenced ground geophysical work at the Golden Corridor in early March of 2021 comprising line cutting and a 58-line kilometre proposed IP survey covering some of the Skinner claims as well as claims owned 100% by the Company.

The Option Agreement (See the company's August 10th, 2020 News Release) calls for the Company to pay $50,000 cash, issue up to 1,500,000 Prosper Gold shares and for work expenditures totaling $2,600,000 over 4 years in order to earn a 100% interest.

GALAHAD, WYDEE & MATACHEWAN PROJECTS

Wydee & Galahad, Matachewan

In 2016, Prosper Gold entered into a definitive agreement to acquire the option to earn a 90% interest in the extensive land position surrounding the Ashley Gold Mine and Young Davidson Mine Area in the Cadillac Larder Lake Fault Area in Ontario. The Wydee and Matachewan properties were both subject to the 2016 agreement. In February 2021, the Company withdrew from the option agreement. Prosper Gold still holds a 100% interest in 13 mineral claims and 9 mineral leases (the Galahad) contiguous to the ground previously under option.

No exploration activities were completed at the Matachewan, Wydee or Galahad projects in the quarterly period ended January 31, 2021.

THE STAR

The Star Project is an alkalic porphyry copper-gold prospect in northwest BC. Prosper Gold holds a 51% majority interest in the Star Project joint venture pursuant to the Joint Venture Agreement dated September 2, 2016 between the Company and Otso Gold Corp. (formerly Firesteel Resources Inc.).

No exploration activities were completed at the Star Project in the Q1 2021 fiscal period.

1.3 SELECTED ANNUAL FINANCIAL INFORMATION

Not required for interim MD&A.

1.4 SUMMARY OF QUARTERLY INFORMATION

The following is the selected financial information for the Company's most recent eight quarters ended January 31, 2021:

Quarter ended	Total revenue	Net loss and comprehensive loss	Net loss per share (basic and diluted)	Total assets
	$	$	$	$
Q1/21 – January 31, 2021	-	(912,312)	(0.06)	8,493,006
Q4/20 – October 31, 2020	-	(550,629)	(0.06)	3,556,537
Q3/20 – July 31, 2020	-	(110,558)	(0.01)	995,482
Q2/20 – April 30, 2020	-	(233,796)	(0.03)	1,042,813
Q1/20 – January 31, 2020	-	(115,963)	(0.02)	1,273,437
Q4/19 – October 31, 2019	-	(91,043)	(0.01)	1,415,904
Q3/19 – July 31, 2019	-	(146,053)	(0.02)	950,712
Q2/19 – April 30, 2019	-	(324,054)	(0.05)	999,775

The Company continues to incur a decrease in net loss and comprehensive loss and total assets in the second and third quarters of 2019 due to the decrease in exploration activities for both periods. The total assets also decrease at the end of these two quarters due to the use of cash for general operation expenses.

During the last quarter of the 2019 fiscal year, the Company wrote off mineral property acquisition costs of $87,895 for the Egan and Currie properties. The Company also wrote off $161,250 in geological consultant fees for the VP of Explorations and $301,250 in management fees for the CEO, CFO and the VP of Explorations.

The increase in total assets during the last quarter of 2019 is due to the completion of a private placement for $1,000,000.

During the first quarter of 2020, the increase in net loss compared to the last quarter of 2019 is due to the increase in travel and accommodation expenses for the CEO and the COO for their attendance in conferences. The total assets also decreased due to the usage of cash for the Company's exploration activities and operations.

During the second quarter of 2020, the increase in net loss compared to the first quarter of 2020 is due to the drilling activities during the quarter. The total assets continue to decrease due to the usage of funds for the exploration and operation activities.

In the third quarter of 2020, the Company continued with exploration activities. The decrease in net loss is due to no drilling activities conducted in the period. The Company received a $40,000 loan from the Canada Emergency Business Account during the quarter, which contributed to the smaller decrease in total assets compared to the previous quarter.

The net loss increased in the last quarter of 2020 due to the commencement of work for the Golden Sidewalk Project and the impairment of the Matachewan and Wydee mineral property costs. The increase in total assets is due to the increase in cash from the private placement of $3,020,001 that was completed in October 2020.

The net loss increased in the first quarter of 2021 due to the increase for general and administration expenses due to increase in advertising and promotion of the Company; increase for management salaries and fees for salaries paid to the CEO and COO and fees accrued to the CFO; and an increase for share-based payment expenses due to the 1,521,500 of stock option granted in December 2020.

The Company's total assets increased mainly due to the completion of a private placement for 6,111,111 units for a proceed of $5,500,000.

1.5 RESULTS OF OPERATIONS

The Company recorded a net loss and comprehensive loss of $912,312 and $115,963 for the periods ended January 31, 2021 and January 31, 2020 respectively. The increase in net loss totaled $796,349 in the current period quarter ended January 31, 2021 compared to quarter ended January 31, 2020. The net loss increased in the first quarter of 2021 is due to the increase in exploration expenses of $250,817; increase of $114,682 for general and administration expense; increase of $232,406 for management salaries and fees; increase of $9,616 of professional fees; and an increase of $186,844 for share-based payment expenses.

The following table provides a breakdown of exploration expenditures on the Ontario Projects incurred during the period ended January 31, 2021:

	3 months ended January 31, 2021	Accumulated-to-date – January 31, 2021
Airborne survey	$ 22,252	$ 539,543
Assay and analysis	16,393	601,435
Camp accommodations	-	123,793
Drilling	-	1,886,927
Equipment rentals	-	67,167
Field costs	3,850	262,872
Geological	208,039	726,716
Property rentals	59	176,392
Salaries and benefits	24,807	958,186
Staking and mining rent	-	62,286
Transportation and freight	5,267	74,742
Travel and accommodations	-	82,009
Total	$ 280,667	$ 5,562,068

The Company began exploration on the Ontario Projects during May 2016. Airborne survey and soil sampling were completed in July 2016 and the drilling program began shortly thereafter. Field costs include salaries paid to geo-techs, rental costs for accommodations for camp personnel, camp food and supplies and management fees paid to the camp manager. Geological costs include fees paid to geological consultants. Transportation and freight costs include the fuel costs for vehicles and courier charges to camp. Travel and accommodation costs include travel, meals and accommodation costs for management personnel to be on location.

During the quarter ended January 31, 2021, the Company continued to incur costs for work on the Golden Sidewalk property as part of the Ontario Projects. The final phase of the airborne survey was completed during the quarter along with core samples testing.

There were minimal exploration expenditures for the Star Property for period ended January 31, 2021 due to no drilling programs conducted during the period. The expenditures for the period ended January 31, 2021 consist of $600 for storage of equipment.

The following table provides a breakdown of general administration costs incurred during the periods ended January 31, 2021 and 2020:

General administration costs:	Period ended January 31, 2021	Period ended January 31, 2020
General and administrative	$ 149,384	$ 34,702
Management salaries and fees	250,212	17,807
Professional fees	22,162	12,547
Transfer agent, listing and filing fees	3,503	3,439
	$ 425,261	$ 68,495

The increase in general and administrative expenses in 2021 is mainly due the increase of the Company's expenditure of $104,574 in 2021 for marketing, news dissemination and web-site expenses to promote the Company for potential investors; an increase of $1,500 for D&O insurance; an increase of $4,794 for meals and entertainment; and an increase of $3,574 for office expenses.

Management salaries and fees during the first quarter for 2021 increased by $232,405. The increase consists of salaries to the Chief Executive Officer, Chief Operating Officer and fees to the Chief Financial Officer. During 2020, the Company paid salary to the COO and fees to the CFO. No salaries were paid to the CEO for the period ended January 31, 2020.

The increase in professional fees of $9,616 is due to the increase in audit fees for the 2020 fiscal year end.

1.6 LIQUIDITY

The Company's main source of funding has been the issuance of equity securities for cash through private placements. During the last quarter, the Company completed a private placement of $5,500,000 for 6,111,111 units at $0.90 per unit. In addition, the Company received $340,800 for warrants exercised.

The Company's continuing operations are dependent on the ability of the Company to obtain the necessary financing to continue to explore the Ontario Projects, the Star Project and any future projects, the existence of economically recoverable mineral reserves from each project and the proceeds of dispositions of its mineral interests.

During the period ended January 31, 2021, cash flow used for operating activities was $805,924 mainly due to exploration costs for the Ontario Projects, general and administrative costs including salaries and marketing. Management has estimated that the Company will continue to incur expenditures of $300,000 per month for the months when the Company's drilling program is in effect and $75,000 per month during the months where no drilling is conducted.

At January 31, 2021, the Company had cash of $7,197,004 which will be sufficient to meet current liabilities of $187,690 due within one year. The working capital of the Company at January 31, 2021 is $7,175,914.

Additional debt or equity financing will be required to fund additional exploration programs. The Company has a reasonable expectation that additional funds will be available to meet ongoing and future exploration costs. However, there can be no assurance that the Company will continue to obtain additional financial resources on terms suitable to the Company.

General market conditions for junior resource companies have deteriorated and have resulted in depressed equity prices for resource companies, despite fluctuations in commodity prices. Although the Company was able to successfully complete the private placement for the current period, the deterioration in market conditions could potentially increase the cost of obtaining capital or limit the availability of funds in the future. Accordingly, management is actively monitoring the effects of the current economic and financing conditions on the Company and reviewing discretionary spending, capital projects and operating expenditures, and implementing appropriate cash management strategies.

1.7 CAPITAL RESOURCES

On December 22, 2021, the Company completed a private placement of $5,500,000 for the issuance of 6,111,111 units at $0.90 per unit. Each unit contains one common share and one half of one share purchase warrant. Each whole warrant can be exercised for one common share at $1.35 expiring in 24 months. Share issue costs of $180,830 were incurred with 149,316 broker warrants issued with a fair value of $107,089 included in the share issue costs.

At January 31, 2021, there were no externally imposed capital requirements to which the Company is subject and with which the Company has not complied.

The Company's capital consists of items in shareholders' equity of $8,265,316 and loan payable of $40,000 as at January 31, 2021 compared to $3,266,347 as at October 31, 2020. The increase is due to the private placement of $5,500,000, $340,800 for warrants exercised, net of share issue costs of $289,477, the issuance of shares for mineral properties for $87,000, the recording of $205,869 in share-based payments and offset by the net loss of $912,312 for the 2021 first quarter.

1.8 OFF-BALANCE SHEET ARRANGEMENTS

None.

1.9 TRANSACTIONS BETWEEN RELATED PARTIES

The Company's related parties consist of its key management personnel, including its directors and entities controlled by key management personnel. During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and are made at normal market prices and on normal commercial terms.

a) Key management compensation includes $327,215 and share-based payments totaled $185,865 for the period ended January 31, 2021.

b) At January 31, 2021, accounts payable and accrued liabilities include $7,173 due to the CEO and COO for accrued salary and expense reimbursement respectively. Lastly, $15,645 has been accrued in management fees for the CFO for the period end January 31, 2021.

1.10 FOURTH QUARTER

Not required for interim MD&A.

1.11 PROPOSED TRANSACTIONS

There are no proposed transactions currently in progress for the Company.

1.12 CRITICAL ACCOUNTING ESTIMATES

There have been no changes in critical accounting estimates for the period ended January 31, 2021.

Refer to Note 2 of the unaudited financial statements for the period ended January 31, 2021.

1.13 CHANGES IN ACCOUNTING POLICIES

There have been no changes in accounting policies for the period ended January 31, 2021 for the Company.

1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable other than GST receivable, deposit, reclamation deposit, accounts payable and accrued liabilities and loan payable. The fair values of the Company's cash, amounts receivable other than GST receivable, deposit and accounts payable and accrued liabilities approximate the carrying amounts due to the short-term maturities of these instruments.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

The Company considers its exposure to credit risk to be low as its cash, deposit and its reclamation deposits are held with a large financial institution with a strong credit rating.

The Company manages liquidity risk by maintaining adequate cash and managing its capital. At January 31, 2021, the Company had accounts payable and accrued liabilities of $187,690 due within one year, and cash of $7,197,004.

Floating interest earned on the Company's cash balances are considered to be at market interest rate. The deposit earns no interest and was held as a deposit for the Company's corporate credit card. The reclamation deposit earns interest of 0.15%. Assuming that all variables remain constant, a change representing a 1% increase or decrease in interest rate would not have a significant effect for the Company.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. At January 31, 2021, the Company's monetary assets and liabilities are primarily denominated in Canadian dollars.

1.15 OTHER MD&A REQUIREMENTS

a) Disclosure of Outstanding Share Data

	Number Outstanding
At the date of this MD&A	
Common Shares	**20,918,072**
Stock Options	**2,004,000**
Warrants	**9,668,974**

b) Limitations of Controls and Procedures

The Company's management, including its Chief Executive Officer and Chief Financial Officer, believe that any system of disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

1.16 RISK FACTORS

The risk factors associated with the principal business of the Company are outlined in the Company’s MD&A for the year ended October 31, 2020. Due to the nature of the Company's business and the present stage of exploration of the Property, an investment in the securities of the Company is highly speculative and subject to a number of risks. Briefly, these include the highly speculative nature of the resources industry characterized by the requirement for large capital investments from an early stage and a very small probability of finding economic mineral deposits. In addition to the general risks of mining, there are country-specific risks, including currency, political, social, permitting and legal risk. An investor should carefully consider the risks and the other information that the Company provides on its website or files on Sedar before investing in the Company’s common shares, and should not consider an investment in the Company unless the investor is capable of sustaining an economic loss of the entire investment. The Company's actual exploration and operating results may be very different from those expected as at the date of this MD&A.

Covid-19

Since December 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. This outbreak may also cause staff shortages, reduced consumer demand, increased government regulations or interventions, all of which may negatively impact the business, financial condition or results of operations of the Company. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments.