PROSPER GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED OCTOBER 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 year ended October 31, 2021 is derived from, and should be read in conjunction with, Prosper Gold's audited financial statements for the year ended October 31, 2021, as publicly filed on SEDAR at www.sedar.com.

The Company prepared the audited financial statements and note disclosures for the year ended October 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 audited 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 17 of this MD&A.

This MD&A has been prepared using information as of February 25, 2022 and approved by the Board on February 25, 2022.

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

Golden Sidewalk

In August 2020 Prosper Gold optioned, staked, and purchased over 16,000 hectares of mineral claims and leases in Red Lake, Ontario, which comprise 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. The airborne survey results will be incorporated into regional targeting initiatives to be completed in 2021.

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.

The most recent historical diamond drilling took place in 2008 where twenty-three holes totaling 2,472 m were drilled by Sabina Gold & Silver Corp. 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.

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 7,000 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 completed ground geophysical work at the Golden Corridor in late April of 2021 comprising 58 line kilometres of line cutting and 40.4 line kilometres of IP surveying the area from the Golden Corridor till anomaly eastward approximately 6 kilometres. The Company is still waiting on much of the IP survey results, although it has processed results for the area of the IP survey that underlies the Golden Corridor where the Company will commence drilling activities.

In May of 2021, the Company commissioned KBM Resources Group to complete a property-wide LiDAR survey. The survey was flown on May 19th and the Company is awaiting survey results which are expected in the near future.

The Company announced the commencement of diamond drilling at the Golden Corridor on May 25th, 2021. The proposed 10,000 metre Phase 1 diamond drilling, which was subsequently upgraded to a 15,000 metre program (see the company's June 22nd, 2021 News Release), is supported by a 15 to 20-person camp that was constructed by the Company on the Golden Sidewalk mineral claims approximately 5.5 kilometres northwest of the Golden Corridor proposed drill site locations.

Phase 2 diamond drilling, following up on high priority targets at the Golden Corridor identified in Phase 1, commenced in late October, 2021. An additional 6,100 metres have been drilled since the completion of Phase 1 drilling, with drilling now totaling 21,103 metres in 66 diamond drill holes. Highlights of the drilling to date include 0.8 metres grading 7.81 g/t gold in drill hole DD21GC035 and 0.55 metres grading 22.7 g/t gold in drill hole DD21GC039. Refer to the Company's January 17th

Between May and October of 2021, sampling crews collected 311 till samples along the Golden Corridor and covering other regional conceptual exploration targets. Results of 2021 till sampling has increased the size of the pristine gold grain-in-till anomaly at the Golden Corridor to roughly 7 kilometres in length and have identified an additional target area at the Skinner North target area approximately 4 km north of the Golden Corridor.

Between June and October of 2021, B-horizon soil sampling was completed around around the UC-13 and UE-12 anomalous till samples, resulting in the collection of 1,845 B-horizon soil samples. The soil geochemical surveys were designed to provide drill targets at the Golden Corridor within the greater till anomaly. A 2,000 metre by 125 metre gold-in-soil anomaly was outlined immediately down-ice (to the southwest) of the structural corridor that has been the focus of diamond drilling activities to date. The anomaly remains open to the southeast.

In October of 2021, a 615 line-kilometre drone magnetic survey was completed over the Golden Corridor to provide higher resolution magnetic data that could help to outline areas of magnetite destruction and delineate structural and geological features that aid in drill targeting. The results of the survey show that magnetic low patterns carry on to the east and southeast of the diamond drilling to date along the structural corridor.

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. 2.0% NSR will be retained by the optionor and the Company can elect to purchase 1.0% of the NSR by payment of $1,000,000.

ONTARIO 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 for the year ended October 31, 2021.

Egan

In April of 2021, a property agreement between Prosper Gold and Lasalle Exploration Corp. ("Lasalle") was executed thereby granting Lasalle the mineral exploration rights of certain mineral claims located in the Egan and Sheraton Townships, Larder Lake Mining Division, Ontario, Canada. The mineral claims are subject to a 2% Net Smelter Royalty ("NSR") granted to Prosper Gold. Lasalle paid Prosper Gold $10,000 and issued 100,000 its common shares to Prosper Gold. Lasalle has the right at any time to purchase one-half of the NSR (1%) for $1,000,000 in increments of 0.5% for $500,000 each.

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 for the year ended October 31, 2021.

1.3 SELECTED ANNUAL FINANCIAL INFORMATION

The Company's financial statements and the financial information set out below are prepared in accordance with IFRS as issued by the IASB. The Company's significant accounting policies are disclosed in note 3 to the Company's audited financial statements for the year ended October 31, 2021. The Company's functional and reporting currency is the Canadian dollar.

Statement of Financial Position Selected Information	**October 31, 2021**	October 31, 2020	October 31, 2019
Total current assets	**$ 4,437,651**	$ 2,514,463	$ 580,032
Total non-current assets	**1,498,642**	1,042,074	835,872
Total assets	**$ 5,936,293**	$ 3,556,537	$ 1,415,904
Total current liabilities	**$ 718,626**	$ 290,190	$ 223,745
Total non-current liabilities	**40,000**	40,000	-
Total liabilities	**758,627**	330,190	223,745
Total equity	**5,177,666**	3,226,347	1,192,159
Total liabilities and shareholders' equity	**$ 5,936,293**	$ 3,556,537	$ 1,415,904

Total current assets are comprised of cash, amounts receivable, marketable securities and prepaid expenses and deposit.

Current assets increased by $1,923,188 for the 2021 fiscal year compared to 2020 fiscal year. The increase is due to the increase in cash of $1,289,850, the increase of $390,399 in amounts receivable, the addition of $13,000 in marketable securities and the increase in prepaid and deposit of $229,939. The increase in cash is due to the December 2020 private placement completed with a gross proceed of $5,500,000 and the exercise of warrants for cash of $2,804,825, offset by share issue costs of $194,957 and payment of operational and exploration expenditures incurred. The increase in amounts receivable is from GST receivable for the last 2 quarters. The addition of marketable securities consists of 100,000 common shares of LaSalle Exploration Corp. ("LaSalle") with the current market value of $13,000. Lastly, the prepaid expenses and deposit also increased by $229,939 due to the increase of $8,349 in prepaid amounts paid for liability and D&O insurance, deposits made for marketing and conferences for $45,757 and $117,500 partial payment for the order of a steel building structure, the increase of $48,939 to the Company's credit card account near the end of the 2021 fiscal year, with the remainder of the increase attributable to annual filing fees and annual service contracts for office equipment.

Current assets increased by $1,934,431 for the 2020 fiscal year compared to 2019 fiscal year. The increase is due to the increase in cash of $1,820,833, increase of $43,208 in amounts receivable and the increase in prepaid and deposits of $70,390. The increase in cash is due to the October 2020 private placement completed with a gross proceed of $3,020,001 offset by share issue costs of $141,890 and payment of operational and exploration expenditures incurred. The increase in amounts receivable is from an outstanding amount invoiced to a third party for supplies consumed by them that were stored at the Star property. Lastly, the prepaid expenses and deposit also increased due to the increase in prepaid amounts paid for insurance and deposit to the Company's credit card account near the end of the 2020 fiscal year.

Total non-current assets consist of reclamation deposits, furniture, computers, camp equipment, vehicle and the acquisition costs of mineral properties.

During the 2021 fiscal year, the Company capitalized $384,104 for camp equipment, vehicles, and computer equipment for Golden Sidewalk project. Amortization of fixed assets for the 2021 fiscal year totalled $50,167.

Mineral property interest increased by $122,725 in 2021. The increase includes common shares issued with a fair value of $87,000 for option payment, the purchase of claims for $13,200, offset by the sale of claims of $11,176, the purchase of vacant land for $117,218 and the write off of the costs of $83,517 for the Galahad project.

The total non-current assets in 2020 fiscal year increased by $206,202 compared to the 2019 fiscal year. The increase is due to the increase of $29,000 for reclamation deposit, the net increase of $4,603 for equipment and the increase of $289,191 for mineral properties, offset by the $116,592 for the impairment of the Matachewan and Wydee claims in the Alexandria Option Agreement. During the 2020 fiscal year, the Company posted an additional $29,000 letter of credit in favor of the British Columbia Ministry of Energy and Mines for the Star Property. The Company also purchased computer equipment for $1,998 and field equipment for $8,861, offset by the amortization of $6,256 recorded for the 2020 year. Mineral properties had a net increase of $172,599 in 2020 compared to 2019. The increase is due mainly to the option payments, share issuances and purchases for the Golden Sidewalk project, with the offset for the recording of the impairment of the Matachewan and Wydee claims mentioned above.

Current liabilities in 2021 increased by $428,436 compared to the 2020 fiscal year. This is due to the on-going drilling activities at the Company's year end. The increase is mainly due to the balance payable for drilling of $322,557, $88,771 for assaying expenses and the remainder in expenses related to other exploration and operational expenses.

Current liabilities at the end of the 2020 fiscal year increased by $66,445. The increase is due to the legal and transfer agent costs of $9,135 for the Company's private placement that closed on October 14, 2020 and the increase in exploration expenditures of $41,982 for geological work and $4,951 for advertising expense due at the 2020 year-end compared to the end of the 2019 fiscal year. There is also an increase in accrued audit fees of $5,900 and an increase for accruals of salary and fees to management of $4,423 for salary owing to the COO up to October 31, 2020 and the accrual of fees for work performed by the CFO for the 2020 year-end.

Due to the world-wide pandemic of the COVID-19 virus during the 2020 fiscal year, the Company applied for a subsidy loan of $40,000 through the Company's bank that is guaranteed by the

Federal government. The loan payable is interest free and due for repayment by December 31, 2022.

Total equity consists of share capital, reserves and deficit. Increase in share capital is due to the share issuances for private placements and mineral property options, offset by share issue costs. The increase in reserves is due to the recording of the fair value share-based compensation including the graded vesting of stock options and restricted share units, the fair value of warrants issued to unit holders and brokers for private placements, offset by the forfeiture of stock options by the departure of employees and officers of the Company. Deficit changes are due to the net loss for the year offset by the forfeiture of stock options.

Total equity increased by $1,951,319 at the end of 2021 compared to 2020.

The increase in share capital is due to the private placement in December 2020 for gross proceeds of $5,500,000, the exercise of warrants for $2,804,825 and the issuance of 100,000 common share for mineral option payment with a fair value of $87,000. The issuance of shares is offset by share issue costs of $302,047. The increase in reserves of $2,381,367 is due to the fair values recorded for the stock options and restricted share units granted and the fair value of warrants issued for finders' fees for the private placement. In addition, stock options were forfeited during the year which reduced the increase in reverses. The increase in deficit is due to the net loss for the year offset by the reversal of the fair value of stock options forfeited.

Total equity increased by $2,034,188 at the end of 2020 compared to 2019.

Share capital increased by $2,965,389 in 2020 compared to 2019. The increase in share capital is due to the proceed from the private placement of $3,020,001 offset by share issue costs of $171,862 and the issuance of shares for mineral property option payments with a fair value of $117,250. The increase in reserves of $56,548 for the 2020 fiscal year compared to 2019 is due to the stock option expense of $49,773, the recording of the fair value $29,972 for broker warrants for private placement, offset by the forfeiture of stock options for $23,197. The net increase in deficit of $987,749 is from the net loss of $1,010,946 for the 2020 fiscal year, offset by the forfeiture of $23,197 for stock options.

Statement of Comprehensive Loss – Selected Information	**Year ended October 31, 2021**	Year ended October 31, 2020	Year ended October 31, 2019
Expenses			
Exploration and property investigation expenditures	**$ 4,891,020**	$ 501,423	$ 773,738
General administration (recovery)	**1,295,916**	346,674	(85,474)
Share-based payments	**2,427,844**	49,773	147,030
	8,614,780	897,870	835,294
Other income and loss			
Interest income	**(16,347)**	(3,516)	(3,888)
Other income	**(8,557)**	-	(8,167)

Write-off of mineral properties		**83,517**		116,592		158,404
Net loss and comprehensive loss	**$**	**8,673,393**	$	1,010,946	$	981,643
Basic and diluted loss per share	**$**	**0.42**	$	0.12	$	0.16

Exploration and property investigation expenditures are costs incurred for the Star Property in British Columbia and the Ontario Projects in Ontario.

The increase in exploration expenditures in the 2021 fiscal year compared to the 2020 fiscal year is due to the multi-phase drilling program in place for the Golden Sidewalk Property.

During the 2020 fiscal year, the Company exploration costs were incurred for the Golden Sidewalk and Matachewan Projects in Ontario. There were less exploration expenses of $272,315 in 2020 compared to 2019 due to the smaller budget for the Matachewan Project for work performed in 2020 and the commencement of the Golden Sidewalk Project in the last quarter of the 2020 fiscal year.

General administration includes general and administrative expenses such as amortization, advertising and promotion, bank charges, insurance, office rent and supplies; management salaries and fees, professional fees and transfer agent, listing and filing fees.

General administrative expenses during 2021 increased by $949,242 compared to 2020 are due to the increase in salary expenses of $503,901, an increase of $46,063 for professional fees for legal and audit fees, an increase of $22,107 for transfer agent and filing fees and an increase of $377,171 for other operational expenses including promotion, insurance, supplies and administrative salaries.

The general administration expenses increased by $432,148 in 2020 compared to 2019. For 2019, the general administrative expense is a recovery due to the write-off of management fees to the CEO, CFO and VP of Explorations totalling $301,250.

Share based payment in 2021 include the recording of fair value of 2,245,500 stock options and the fair value of restricted share units of 1,513,000 issued and vested during the year. The increase totalled $2,378,071 for the 2021 fiscal year compared to the 2020 fiscal year.

The share-based payments decrease in 2020 by $97,257 compared to 2019 due to less stock options outstanding not vested and no stock options granted in 2020.

Interest income include interest earned on term deposit at a range of interest rate of 0.45% to 0.50% and interest paid by the bank on the Company's reclamation deposit from 0.15% to 1.25% interest. The interest rate provided on the deposit balances are subject to the change in the interest rate during the period.

Other income for the 2021 year includes the gain on sale of mineral claims of $14,557 and the unrealized loss of $6,000 for marketable securities for shares in LaSalle Exploration Corp.

Other income recorded in 2019 is from the premium liability from the issuance of flow-through shares.

During 2021, the Company wrote off $83,517 for the Galahad property.

The Company wrote off $116,592 for the Matachewan and Wydee mineral property costs in 2020 compared to the write-off of mineral property costs of $158,404 for the Egan and Currie properties in 2019.

1.4 SUMMARY OF QUARTERLY INFORMATION

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

Quarter ended	Total revenue	Net loss and comprehensive loss	Net loss per share (basic and diluted)	Total assets
	$	$	$	$
Q4/21 – October 31, 2021	-	(3,688,355)	(0.16)	5,936,293
Q3/21 – July 31, 2021	-	(2,840,654)	(0.13)	7,462,984
Q2/21 – April 30, 2021	-	(1,232,070)	(0.06)	8,614,516
Q1/21 – January 31, 2021	-	(912,314)	(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

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 which include an 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 1,521,500 stock option granted in December 2020 and 600,000 stock options granted in May 2021.

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.

During the second quarter of 2021, the Company commenced geophysical survey work. This resulted in the increase in expenditures for exploration compared to the previous quarter. In addition, the increase in net loss in the second quarter of 2021 is due to the share-based payment expense recorded for the 1,521,500 of stock options grant and an increase in promotion expenses included in general and administrative expenses.

The total assets increased in the second quarter of 2021 due to the increase in cash for the exercise of warrants, the increase in prepaid expenses for prepaid rent for the new office lease, the increase in deposit for the Company's prepaid credit card balance and the acquisition of office computers, vehicles and camp equipment.

During the third quarter of 2021, the Company continued with the Golden Sidewalk project with the drilling program which resulted in an increase in exploration expenses of $1,409,933 compared the second quarter of 2021. During the third quarter, the Company granted 600,000 stock options and issued 1,513,000 restricted share units resulting in an increase in share-based payment expense of $311,578 compared to the second quarter of 2021.

The total assets decreased in the third quarter due to the increase in expenses incurred for the exploration program and general operation expenses, offset by the cash proceeds from the exercise of warrants.

In the last quarter of 2021, the Company incurred $2,581,519 for exploration expenses, an increase of $849,412 and an increase of $29,205 for management fees compared to the third quarter of 2021 and the increase in share-based payment for $1,606,370 due to adjustment to the fair value of the restricted share units and vesting of stock options compared to the previous quarter . The increase is netted against the decrease in professional fees, transfer agent fees and general and administrative expenses.

1.5 RESULTS OF OPERATIONS

The Company recorded a net loss and comprehensive loss of $8,673,393 and $1,010,946 for the years ended October 31, 2021 and October 31, 2020 respectively. The increase in net loss totaled $7,662,447 is due to the increase in exploration expenses of $4,389,597; increase of $377,170 for general and administration expense; increase of $503,901 for management salaries and fees; increase of $46,063 for professional fees; an increase of $2,378,071 for share-based payment expenses; an increase of $22,107 for transfer agent, listing and filing fees and an increase of interest income of $12,831. The Company also recorded a gain on sale of mineral properties of $14,557 and an unrealized loss of marketable securities of $6,000 during the 2021 year compared to $Nil for the year ended 2020. Lastly, the Company wrote-off $83,517 in capitalized mineral interest costs compared to $116,592 compared to the 2020 fiscal year.

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

	3 months ended October 31, 2021	**Accumulated-to-date – October 31, 2021**
Airborne survey	**$ -**	**$ 539,543**
Assay and analysis	**329,336**	**952,198**
Camp accommodations	**1,650**	**504,798**
Drilling	**1,429,668**	**4,094,997**
Equipment rentals	**22,056**	**107,823**
Field costs	**227,445**	**672,342**
Geological	**189,554**	**1,185,871**
Property rentals	**39,693**	**233,023**
Salaries and benefits	**273,053**	**1,450,555**
Staking and mining rent	**-**	**62,286**
Transportation and freight	**24,754**	**158,010**
Travel and accommodations	**43,710**	**208,575**
Total	**$ 2,580,919**	**$ 10,170,021**

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 camp construction and camp fuel, rental costs for accommodations for camp personnel, camp food and supplies and repair and maintenance of camp equipment. Geological costs include fees paid to geological consultants and geophysics reports. 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 year ended October 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 first quarter along with core samples testing and the work on geophysical survey and camp construction began in the second quarter of 2021.

There were minimal exploration expenditures for the Star Property for the year ended October 31, 2021 due to no drilling programs conducted during the period. The expenditures for the year ended October 31, 2021 consist of $2,400 for storage of equipment.

The following table provides a breakdown of general administration costs incurred during the 12 months ended October 31, 2021 and 2020:

General administration costs:	**12 months period ended October 31, 2021**	12 months period ended October 31, 2020
General and administrative	**$ 562,495**	$ 185,325
Management salaries and fees	**588,132**	84,231
Professional fees	**93,619**	47,556
Transfer agent, listing and filing fees	**51,669**	29,562
	$ 1,295,915	$ 346,674

The increase in general and administrative expenses in 2021 of $377,170 is mainly due the increase of $226,985 for marketing and news dissemination to promote the Company to potential investors; an increase of $26,427 for financial consultant for the review of management compensation; an increase of $43,783 for office expenses; $33,317 for salaries to the new Executive Assistant with the remaining increase from conferences, meals and entertainment, accounting fees, recruiting expense and D&O insurance.

Management salaries and fees increased by $503,901 for the 12 months ended October 31, 2021 compared to the same period in 2020 due to the increase in salaries paid to the CEO, the increase in salaries to the COO and the increase in fees to the CFO. 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 October 31, 2020.

The increase in professional fees of $46,063 is due to an increase in audit fees accrual for the 2021 fiscal year end and the increase in legal fees for the Company's AGM scheduled for early May and the increase in fees for review of purchasing agreements and changes to corporate office address and change of directors.

The increase in transfer agent, listing and filing fees is due to the expenses incurred for the Company listing with the OTCQX in the US.

1.6 LIQUIDITY

The Company's main source of funding has been the issuance of equity securities for cash through private placements. During the first quarter of the current fiscal year, 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 $2,804,825 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 year ended October 31, 2021, cash flow used for operating activities was $6,303,097 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 $700,000 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 October 31, 2021, the Company had cash and cash equivalents of $3,636,299 which will be sufficient to meet current liabilities of $718,626 due within one year. The working capital of the Company at October 31, 2021 is $3,719,024.

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.

Although the Company was able to successfully complete the private placement for the current year, 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 October 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 $5,177,666 and loan payable of $40,000 as at October 31, 2021, compared to $3,226,347 in shareholders' equity and $40,000 of loan payable as at October 31, 2020. The increase is due to gross proceeds for the December 2020 private placement of $5,500,000, $2,804,825 for warrants exercised, net of share issue costs for cash of $194,957, the issuance of shares for mineral properties for $87,000, the recording of $2,427,844 in share-based payments and offset by the net loss of $8,673,393 for the year ended October 31, 2021.

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 $971,292 and share-based payments totaled $1,686,583 for stock options benefit and $612,309 for restricted share units for the year ended October 31, 2021.

b) At October 31, 2021, accounts payable and accrued liabilities include $47,776 due to the CEO, CFO and COO for accrued salary and fees and $8,131 for expense reimbursements.

c) During the year ended October 31, 2021, the Company purchased a vehicle for $25,000 from a company controlled by an officer of the Company.

1.10 FOURTH QUARTER

Statement of Financial Position Selected Information		**October 31, 2021**		July 31, 2021
Total current assets	**$**	**4,437,651**	$	5,993,518
Total non-current assets		**1,498,642**		1,469,466
Total assets	**$**	**5,936,293**	$	7,462,984
Total current liabilities	**$**	**718,627**	$	376,876
Total non-current liabilities		**40,000**		40,000
Total liabilities		**758,626**		416,876
Total equity		**5,177,666**		7,046,108
Total liabilities and shareholders' equity	**$**	**5,936,293**	$	7,462,984

The decrease in current assets of $1,555,867 for the quarter is mainly due to the decrease in cash used for exploration and operation expenses.

The increase in non-current assets of $29,176 is mainly due to the additional land purchase for the Golden Sidewalk Project in Ontario for $117,218 offset by the write-off of $83,517 for the Galahad project and the amortization of equipment of $4,525 in the last quarter of the 2021 fiscal year.

The increase in current liabilities is mainly due to the vendor payable at year end for exploration activities.

The total equity has decreased mainly due to the net loss for the period.

Statement of Comprehensive Loss – Selected Information	**3 months ended October 31, 2021**	3 months ended October 31, 2020
Expenses		
Exploration and property investigation expenditures	**$ 2,581,519**	$ 294,098
General administration	**208,373**	134,540
Share-based payments	**821,475**	5,539
	3,611,367	434,177
Other (income) and loss		
Interest income	**(9,029)**	(140)
Unrealized loss on marketable securities	**2,500**	-
Write-off of mineral properties	**83,517**	116,592
Net loss and comprehensive loss	**$ 3,688,355**	$ 550,629
Basic and diluted loss per share	**$ 0.16**	$ 0.06

The exploration and property investigation expenditures increased due to the on-going exploration program. General administration expenses also increased due to the increase in management salaries and the increase in advertising and promotion expense and other operation expenses as a result of the increase in exploration activities for the last quarter.

The share-based payments increased for the last quarter of 2021 is due to the stock options and the adjustment for the fair value of the restricted share units granted during the year.

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 year ended October 31, 2021.

Refer to Note 2 of the audited financial statements for the year ended October 31, 2021.

1.13 CHANGES IN ACCOUNTING POLICIES

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

1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company’s financial instruments consist of cash and cash equivalents, amounts receivable other than GST receivable, marketable securities, deposit, reclamation deposit, accounts payable and accrued liabilities and loan payable. The fair values of the Company’s cash and cash equivalents, 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 marketable securities are valued at market value.

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 and cash equivalents, 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 October 31, 2021, the Company had accounts payable and accrued liabilities of $718,627 due within one year, and cash and cash equivalents of $3,636,299.

Floating interest earned on the Company's cash balances are considered to be at market interest rates. The deposit earns no interest and was held as a deposit for the Company's corporate credit card. The reclamation deposit earns interest of 0.10%. 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 October 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	**23,996,476**
Stock Options	**2,204,000**
Restricted Share Units	**1,488,000**
Warrants	**7,544,615**

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 details below for the year ended October 31, 2021. 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.

Ongoing Need for Financing

As the Company has limited financial resources, its ability to continue acquisition, exploration and development activities may be reliant on its continued attractiveness to equity and/or debt investors. The Company has incurred operating losses as it continues to expend funds to explore and develop the Star Project and any other properties it may acquire. Even if its financial resources are sufficient to fund its exploration and development programs, which will allow the Company to arrive at conclusions regarding commercial viability of the resources and reserves in the Property, there is no guarantee that the Company will be able to develop them in a profitable manner. The Company's ability to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company, and failure to raise such capital could result in the Company forfeiting its interest in the Property, missing certain acquisition opportunities or going out of business.

Volatile Stock Price

The price of the Company shares is expected to be highly volatile and will be drastically affected by the success of exploration and test results. The Company cannot predict the results of its exploration activities expected to take place in the future. The results of these tests will inevitably affect the Company's decisions related to further exploration and/or production at any of the Property or other properties that the Company may explore in the future and will likely trigger major changes in the trading price of the Company shares.

Exploration, Development and Production Risks

There are inherent risks and speculation due to the expected nature of the Company's involvement in the evaluation, acquisition, exploration and if warranted, development and production of metals. Mineral exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in discoveries of commercial grade and/or quantities. While the Company have or will develop a limited number of specific identified exploration or development prospects within the Property, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. The Company has no history of earnings and will have no producing resource properties to begin with.

Uninsurable Risks from Operations

The Company's involvement in the exploration for and development of natural resource properties may result in the Company becoming subject to liability for certain risks, and in particular unexpected or unusual geological operating conditions including rock bursts, cave ins, fires, floods, earthquakes, pollution, blow-outs, property damage, personal injury or other hazards. Although the Company will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances be insurable or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, operations or prospects.

No assurance can be given that insurance to cover the risks to which the Company's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Company or to other companies within the industry. The payment of such liabilities would reduce the funds available to the Company. Should the Company be unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter in to interim compliance measures pending completion of the required remedy.

Prices, Market Conditions and Marketing of Mineral Resources

The Company's ability to fund its exploration and development activities, and possible future profitability, will be directly related to the demand for the mineral resources found on its properties and their related market prices. Mineral prices are determined based on world demand, supply and other factors, all of which are beyond the control of the Company.

The Company must also successfully sell its mineral resources to prospective buyers. The marketability and price of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond its control. These factors include market fluctuations, the proximity and capacity of natural resource markets, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could result in the Company not receiving an adequate return for shareholders. The Company has limited experience in the marketing of mineral resources.

Mineral Resource Estimates

The Company's future cash flows and earnings will be highly dependent upon the Company discovering and developing mineral resources from its properties. Any mineralization figures or descriptions presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are and will be based on descriptions and estimates made by the Company's personnel and independent consultants. These descriptions and estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. The Technical Report states that no mineral resource or mineral reserve estimates have been completed for the Property. There can be no assurance that future estimates will be accurate, or reserves, resource or other mineralization figures will be accurate. There can be no assurance that the Company's future exploration and development efforts will result in the discovery of commercial accumulations of natural or mineral resources that the Company can develop at economically feasible costs.

Regulatory Matters

The exploration, development or mining operations carried on by the Company will be subject to government, legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. The exercise of discretion by governmental authorities under existing regulations, the implementation of new regulations or the modification of existing regulations affecting the natural resources industry are beyond the control of the Company and could reduce demand for mineral resources, increase the Company's costs and have a material adverse impact on the Company. Before proceeding with a project, the participants in the project must obtain all required regulatory approvals. Failure to obtain regulatory approvals, or failure to obtain them on a timely basis, could result in delays and abandonment or restructuring of the projects undertaken by the Company and increased costs, all of which could have a material adverse effect on the Company. In addition, the profitability of any mining prospect is affected by the markets for metals which are influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing companies, the political environment and changes in industry investment patterns.

Competition

The Company may actively compete for acquisitions, leases, licenses, concessions, claims, skilled industry personnel, equipment and other related interests with a substantial number of other companies, many of which have significantly greater history of operating and financial resources than the Company. The Company's ability to successfully bid on and acquire additional property rights, to participate in opportunities and to identify and enter into commercial arrangements with other parties could be adversely affected by the intensely competitive nature of the mining industry.

Potential Conflicts of Interest

Certain directors or officers of the Company are also directors, officers, shareholders and/or Promoters of other reporting and non-reporting issuers, including those engaged in the business of acquiring, developing and exploiting mineral resource properties. Such associations may give rise to conflicts of interest from time to time. The directors and officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

Title to Properties, Investments in Properties

There can be no certainty that an unforeseen defect in the chain of title in the Company’s mineral properties will not arise to defeat the claim of the Company which could result in a reduction of any future revenue received by the Company. The possibility exists that title to the Property, or other properties of the Company, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims or concessions. No assurances can be given that there are not title defects or other interests conflicting with the mining claims and interests subject to the Options, and the Property may be subject to prior unregistered liens, agreements or transfers, native land claims or other undetected title defects. As well, the Company may be required by its exploration and production contracts to make regular ongoing investments on its properties and perform minimum exploration work in order to maintain its exploration and production contracts and to be eligible for further extensions. If the Company is unable to meet those minimum requirements, it may impede the extension of its contracts. The Company's properties will have been acquired from third parties and the terms for exploration and investment requirements pursuant to the contracts governing its interest in each property may vary significantly.

There is uncertainty related to unsettled aboriginal rights and title in BC and this may adversely impact the Company’s operations and profit.
Native land claims in BC remain the subject of active debate and litigation. There can be no guarantee that the unsettled nature of land claims in BC will not create delays in project approval on the Property or unexpected interruptions in project progress, or result in additional costs to advance the project.

Licensing and Permitting Delays

On February 20, 2014, the Company received a Multi-Year Area Based (“MYAB”) Notice of Work permit from the British Columbia government authorizing a five-year exploration program at the Star Property (extended to March 2026). The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out the exploration and development of its projects in a timely manner or at all.

Environmental Legislation

All phases of the mineral resource business present environmental risks and hazards and are subject to environmental laws and regulation pursuant to a variety of governmental authorities. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that facility sites and mines be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of tailings or other pollutants into the air, soil or water may give rise to liabilities to third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws, today or in the future, will not result in a curtailment of production or a material increase in the costs of productions, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties, such as the Company, engaged in natural resource exploration and development activities may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of natural resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or a reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

Reliance on Others and Key Personnel

The success of the Company will be largely dependent upon the performance of its management and key employees, as well as the talents of its outside consultants and suppliers. The Company may not have any “key man” insurance policies, and therefore there is a risk that the death or departure of any one or more members of management or any key employee could have a material adverse effect on the Company. The Company also faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain the employees, personnel and/or consultants necessary to successfully carry out its activities.

Significant Capital Requirements

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors, such as metal prices and government regulations. Most of these factors are beyond the Company's control. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of the Property or other properties that it may acquire, as described herein, will result in the discovery of commercial quantities of ore.

Dilution to Existing Shareholders

The Company may be required to complete additional equity financings raised in the future. The Company may be required to issue securities on less than favorable terms in order to raise sufficient capital to fund its business plan in a timely manner. Any future transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to shareholders of the Company.

Dividends

To date, Prosper Gold has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on the Company shares will be made by the board of directors.

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.