PROSPER GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JANUARY 31, 2023

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, 2023 is derived from, and should be read in conjunction with, Prosper Gold's unaudited condensed interim financial statements for the period ended January 31, 2023, 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, 2023 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 31, 2023 and approved by the Board on March 31, 2023.

1.2 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

The Golden Sidewalk is a district-scale gold exploration project covering over 160 square kilometres of contiguous mineral claims and mining leases in the western Birch-Uchi Greenstone Belt, approximately 60 km east of Red Lake, Ontario and 60 km northeast of Kinross Gold's Dixie Project, acquired from Great Bear Resources in 2022. The vehicle-accessible project straddles 12 kilometres of the Balmer Assemblage – Narrow Lake Assemblage unconformity, a regional-scale feature that has been the Red Lake exploration guide, but which has seen limited exploration in the project area. The "Golden Corridor" lies immediately north of the unconformity and is characterized as a highly prospective trend of coincident favourable magnetic and resistivity lineaments supported by highly anomalous gold-in-till samples covering 7.0 by 0.5 kilometres. An additional highly prospective target area was defined in 2021, termed the Skinner North Target Area, where 2022 channel sampling results include 9.69 gpt gold over 3.0 metres and 13.13 gpt gold over 1.8 metres and till samples containing up to 1,014 gold grains, was drilled for the first time in November of 2022. Historical drilling by previous operators at the Bathurst Mine, Joe Vein, KT vein, Dunkin and Vihonen prospects reported high-grade gold intercepts which have yet to be followed up by Prosper Gold.

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.

The Company received 60,000 common shares of Canada Nickel Company Inc. ("CNC") on January 12th, 2022, in consideration for the sale of 43 mineral claims from the Company's Wydee claim block. The purchase and sale of the mineral claims is further subject to a 2.0% Net Smelter Returns royalty to be granted to Prosper Gold of which one half (1.0%) can be purchased by CNC at any time during the entirety of the life of the royalty.

No exploration activities were completed at the Matachewan, Wydee or Galahad projects for the period ended January 31, 2023.

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.).

The Company signed a definitive option agreement with CAVU Mining Corp. ("CAVU") to grant CAVU the exclusive right and option to acquire the Company's 51% interest in the Star Project. Under the terms of the option agreement, CAVU may exercise the option by issuing 1,250,000 common shares of CAVU by May 23, 2022 (received) and making aggregate cash payments of $1,155,000 to the Company consisting of $100,000 by May 23, 2022 (received), $285,000 by July 1, 2022 (received), $385,000 by May 23, 2023 and $385,000 by May 23, 2024.

On December 19, 2022, CAVU was acquire by Alpha Copper Corp. ("ALCU"). Shareholders of CAVU received 0.7 common share of ALCU for each CAVU common share held. Therefore, the Company now holds 875,000 common shares of ALCU. All other terms of the option agreement remain the same.

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, 2023:

Quarter ended	Total revenue	Net loss and comprehensive loss	Net loss per share (basic and diluted)	Total assets
	$	$	$	$
Q1/23 – January 31, 2023	-	(1,005,722)	(0.03)	3,114,970
Q4/22 – October 31, 2022	-	(631,483)	(0.03)	2,117,433
Q3/22 – July 31, 2022	-	(963,968)	(0.04)	2,530,014
Q2/22 – April 30, 2022	-	(2,001,260)	(0.08)	2,984,573
Q1/22 – January 31, 2022	-	(1,927,117)	(0.08)	4,142,482
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)	8,615,278

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 $1,404,073 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.

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.

In the first quarter of the 2022 fiscal year, the net loss is due to the continuation of exploration activities on the Golden Sidewalk Project totaled $1,178,560 and the recording of the fair value of $634,720 for stock options and restricted share units granted in the prior quarters. The Company also received a grant of $60,000 from the Ministry of Northern Development, Mines, Natural Resources and Forestry under an Ontario Transfer Payment Agreement which has been applied against exploration expenditures for the period. In addition, the Company sold 43 claims to the Wydee Property to Canadian Nickel Company Inc. in exchange for 60,000 common shares of CNC with a fair value of $205,200. The claims were previously written off and the gain of $205,200 has been recognized during this quarter.

The net loss incurred in the second quarter of the 2022 fiscal year is due to the net exploration expenses of $1,144,025 including $140,000 received for the grant from the Ministry of Northern Development, Mines, Natural Resources and Forestry under an Ontario Transfer Payment Agreement. The net loss also includes share-based payment expenses of $580,132 for stock options and restricted share units.

The decrease in net loss for the third quarter of 2022 compared to the second quarter of 2022 is due to no drilling program scheduled for the period. The decrease in total assets is due to decrease in mineral properties from funds received for the CAVU option agreement for the Star Project and the usage of the cash received for operating and exploration expenses.

The Company continued to incur operation expenses and lower exploration expenses in the last quarter of the 2022 fiscal year. There were no drilling activities during the last quarter of the year.

The total assets decreased in the last quarter compared to the third quarter of 2022 due to the use of cash for operations and exploration expenses.

The increase in net loss in the first quarter of 2023 compared to the last quarter of the 2022 fiscal year is due to the gain on sale if mineral properties of $375,386 recorded in the last quarter of 2022.

The total assets increased due to the increase in cash from the gross proceeds of $1,691,000 for the private placement complete in the first quarter of 2023.

1.5 RESULTS OF OPERATIONS

The Company recorded a net loss and comprehensive loss of $1,005,722 and $1,927,117 for the three months ended January 31, 2023 and January 31, 2022 respectively. The decrease in net loss totaled $921,395 is due to the decrease in exploration expenses of $665,613, decrease of $32,426 for general and administration expense; decrease of $14,105 for professional fees; an decrease of $427,658 for share-based payment expenses; a decrease of 6,570 for transfer agent, listing and filing fees and an increase of $3,239 for management salaries and fees, and an increase of interest income of $6,996. The Company also recorded a gain on sale of mineral properties of $205,200 for the first quarter of 2022 and an increase in unrealized loss on sale of marketable securities of $23,534 for the first quarter of 2023 compared to first quarter of 2022.

The following table provides a breakdown of exploration expenditures on the Ontario Projects incurred during the three months ended January 31, 2023:

	3 months ended January 31, 2023	Accumulated-to-date – January 31, 2023
Airborne survey	$ -	$ 539,543
Assay and analysis	52,890	1,328,742
Camp accommodations	440	622,738
Drilling	176,594	5,567,768
Equipment rentals	13,209	159,366
Field costs	99,323	1,164,751
Geological	58,550	1,540,245
Property rentals	34,401	434,000
Salaries and benefits	64,135	2,010,334
Staking and mining rent	345	64,788
Transportation and freight	7,836	221,717
Travel and accommodations	5,824	276,610
Total	$ 513,547	$ 13,930,602

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 staff and management personnel to travel to camp.

During the three months ended January 31, 2023, the Company continued to incur costs for work on the Golden Sidewalk property as part of the Ontario Projects with the cost of drilling totaling $176,594, salaries and benefits of $64,135 and assay cost of $52,890.

There were no exploration expenditures for the Star Property for the three months ended January 31, 2023 due to no drilling programs conducted during the period.

The following table provides a breakdown of general administration costs incurred during the three months ended January 31, 2023 and 2022:

General administration costs:	**3 months ended January 31, 2023**	3 months ended January 31, 2022
General and administrative	**$ 83,230**	$ 115,656
Management salaries and fees	**128,124**	124,885
Professional fees	**11,246**	25,351
Transfer agent, listing and filing fees	**10,470**	17,040
	$ 233,070	$ 282,932

The decrease in general and administrative expenses for the three months ended January 31, 2023 compared to January 31, 2022 of $32,426 is mainly due the decrease in promotion and marketing expenses of $46,363, a decrease on conference expenses of $7,103, a decrease in accounting fees of $3,590 offset by an increase meals and entertainment of $3,954 an increase in office rent of $12,150, an increase in amortization expense of $2,513 and an increase in news dissemination of $5,227.

Management salaries and fees increased by $3,239 for the three months ended January 31, 2023 compared to the same period in 2021 due to the increase in salaries paid to the CEO during the first quarter of 2021.

The decrease in professional fees of $14,105 is due to the decrease in legal fees for the three months ended January 31, 2023 compared to the three months ended January 31, 2022. During the period ended January 31, 2022, the legal fees included legal fees for mineral property agreements of $10,581 which were reallocated to mineral properties subsequent to the first quarter of the 2022 fiscal year.

The decrease in transfer agent, listing and filing fees of $6,570 is due to the fee paid in filing fees expenses during the first quarter of 2022 for the listing fees 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 2023, the Company completed a private placement consisting of 3,455,000 non-flow-through units at $0.20 per unit and 4,000,000 flow-through units at $0.25 per unit for total proceeds of $1,691,000. Each non-flow through unit consists of one common share and one warrant with an exercise price of $0.30 to purchase one common share for a period of 24 months from closing. Each flow through unit consists of one common share and one-half of one non-flow through warrant. Each whole warrant is exercisable at $0.30 for a period of 24 months from closing. In connection with the closing of the private placement, cash finder's fees of $85,300 was paid and 354,550 common share purchase warrants were issued. Each finder's warrant is exercisable at $0.30 for a period of 24 months from closing.

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 three months ended January 31, 2023, cash flow used for operating activities was $809,811 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 $450,000 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, 2023, the Company had cash of $1,178,439 which will be insufficient to meet current liabilities of $291,197 due within one year. The working capital of the Company at January 31, 2023 is $1,361,599.

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 during the current quarter, 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.

During the year ended October 31, 2022, the Company signed a definitive option agreement with CAVU Mining Corp. ("CAVU") to grant CAVU the exclusive right and option to acquire the Company's 51% interest in the Star Project. Under the terms of the option agreement, CAVU may exercise the option by issuing 1,250,000 common shares of CAVU by May 23, 2022 (received) and making aggregate cash payments of $1,155,000 to the Company consisting of $100,000 by May 23, 2022 (received), $285,000 by July 1, 2022 (received), $385,000 by May 23, 2023 and $385,000 by May 23, 2024. The fair value of the 1,250,000 common shares at issuance was $450,000. The fair value will be adjusted with an unrealized loss recorded in the statement of comprehensive loss.

During the current quarter, CAVU was acquired by Alpha Copper Corp. ("ALCU"). As CAVU shareholders received 0.7 of ALCU common shares, the original 1,250,000 common share of AVU has been converted to 875,000 common shares of ALCU.

During the current quarter, the Ministry of Energy, Mines and Low Carbon Innovation returned the two Letters of Credits of $190,000 and $29,000 and released the Company of any further obligations for the Star Property in British Columbia. The funds are currently in redeemable short-term investments with prevailing interest rate at the time of renewal.

1.7 CAPITAL RESOURCES

At January 31, 2023, 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 $2,823,773, lease liability of $75,503 and loan payable of $40,000 as at January 31, 2023, compared to $1,821,882 in shareholders' equity, lease liability of $100,510 and $40,000 of loan payable as at October 31, 2022. The increase in shareholders' equity is due to the private placement net proceeds of $1,585,351, an increase in shares issued for property for $215,200, an increase of $207,062 in share-based payments, offset by a net loss for the period of $1,005,722.

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 entered 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 $209,854 for short-term benefits and share-based payments of $68,709 for stock options benefit and $146,413 for restricted share units for the three months ended January 31, 2023.

b) At January 31, 2023, accounts payable and accrued liabilities include $22,308 due to the management for accrued salary and fees and $689 for expense reimbursements.

1.10 FOURTH QUARTER

Not applicable for this quarter.

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 estimate for the three months ended January 31, 2023.

Refer to Note 2 of the audited financial statements for the year ended October 31, 2022.

1.13 CHANGES IN ACCOUNTING POLICIES

There have been no changes in accounting policies for the three months ended January 31, 2023.

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, lease liability 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. 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 January 31, 2023, the Company had accounts payable and accrued liabilities of $175,694 and lease liability of $75,503 and loan payable of $40,000 due within one year which is subject to a $10,000 debt forgiveness from the Federal government, and cash of $1,178,439.

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 January 31, 2023, 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	**32,211,476**
Stock Options	**2,139,000**
Restricted Share Units	**1,488,000**
Warrants	**5,809,550**

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, 2022. 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 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 can sustain 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 remains unknown and it is not possible to reliably estimate the length and severity of these developments.

Russia-Ukraine Crisis

Russia's invasion of Ukraine continues to create uncertainty into the global economy, the impact of which is difficult to predict, as its outcome and longevity are unknown. With rising oil and commodity prices and increase in interest rates, the impact to the global economy and to Canadian consumer confidence in the face of a potentially significant inflationary threat is difficult to assess at this time.