PROSPER GOLD CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JULY 31, 2018

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) continuous disclosure requirement, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these Condensed Interim Financial Statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

PROSPER GOLD CORP.

Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	**July 31, 2018 (Unaudited)**	October 31, 2017
ASSETS			
Current assets			
Cash		**$ 77,692**	$ 229,728
Amounts receivable		**8,489**	18,784
Prepaid expenses and deposit		**105,572**	102,437
		191,753	350,949
Non-current assets			
Reclamation deposit	5	**190,000**	190,000
Equipment	6	**29,437**	37,245
Mineral properties	7	**731,965**	803,598
		$ 1,143,155	$ 1,381,792
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	11	**$ 444,038**	$ 244,186
SHAREHOLDERS' EQUITY			
Share capital	8	**11,987,859**	11,465,537
Reserves		**1,820,689**	1,730,659
Deficit		**(13,109,431)**	(12,058,590)
		699,117	1,137,606
		$ 1,143,155	$ 1,381,792

These condensed interim financial statements were approved by the Board of Directors and authorized for issue on September 28, 2018. They are signed on behalf of the Board of Directors by:

/s/ "Peter Bernier"

Peter Bernier
Director

/s/ "Jason Hynes"

Jason Hynes
Director

The accompanying notes are an integral part of these condensed interim financial statements.

PROSPER GOLD CORP.

Statements of Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Note	3 months ended July 31, 2018	3 months ended July 31, 2017	9 months ended July 31, 2018	9 months ended July 31, 2017
Expenses					
Exploration expenditures	7	**$ 108,354**	$ 826,907	**$ 336,482**	$ 1,777,900
General and administrative	11	**43,027**	60,254	**194,326**	189,158
Management fees	11	**46,950**	50,183	**171,606**	185,899
Professional fees		**5,000**	5,333	**21,872**	21,895
Share-based payments	9(b), 11	**30,626**	59,216	**93,198**	216,722
Transfer agent, listing and filing fees		**3,137**	4,474	**10,399**	12,340
		237,094	1,006,367	**827,883**	2,403,914
Other (income) expenses					
Interest income		**(604)**	(180)	**(1,743)**	(690)
Write-off of mineral property		**-**	-	**229,096**	-
		(604)	(180)	**227,353**	(690)
Net loss and comprehensive loss for period		**$ 236,490**	$ 1,006,187	**$ 1,055,236**	$ 2,403,224
Loss per share					
Basic and diluted		**$ 0.004**	$ 0.021	**$ 0.020**	$ 0.049
Weighted average number of common shares outstanding		**52,692,249**	49,122,249	**52,250,857**	49,009,045

The accompanying notes are an integral part of these condensed interim financial statements.

PROSPER GOLD CORP.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

For the nine months ended July 31, 2017

	Number of Shares	Share Capital	Reserves Options	Reserves Other	Reserves Total	Deficit	Total
Balance at October 31, 2016	44,149,892	$ 10,286,049	$ 964,157	$ 166,728	$1,130,885	$(9,256,336)	$ 2,160,598
Private placement – units	4,772,357	1,336,260	-	334,065	334,065	-	1,670,325
Shares issued for property	200,000	28,000	-	-	-	-	28,000
Share issue costs	-	(184,772)	-	42,837	42,837	-	(141,935)
Share-based payments	-	-	216,722	-	216,722	-	216,722
Share options expired	-	-	(31,121)	-	(31,121)	31,121	-
Net loss for the period	-	-	-	-	-	(2,403,224)	(2,403,224)
Balance at July 31, 2017	49,122,249	$ 11,465,537	$1,149,758	$ 543,630	$1,693,388	$ (11,628,439)	$ 1,530,486

For the nine months ended July 31, 2018

	Number of Shares	Share Capital	Reserves Options	Reserves Other	Reserves Total	Deficit	Total
Balance at October 31, 2017	49,122,249	$ 11,465,537	$ 1,187,030	$ 543,629	$1,730,659	$(12,058,590)	$ 1,137,606
Private placement – units (note 8(b))	5,000,000	500,000	-	-	-	-	500,000
Shares issued for property (notes 7(a)&8(c))	570,000	60,650	-	-	-	-	60,650
Share issue costs (note 8(b))	-	(38,328)	-	1,227	1,227	-	(37,101)
Share-based payments (note 9(b))	-	-	93,198	-	93,198	-	93,198
Share options expired	-	-	(4,395)	-	(4,395)	4,395	-
Net loss for the period	-	-	-	-	-	(1,055,236)	(1,055,236)
Balance at July 31, 2018	**54,692,249**	**$ 11,987,859**	**$ 1,275,833**	**$ 544,856**	**$1,820,689**	**$(13,109,431)**	**$ 699,117**

The accompanying notes are an integral part of these condensed interim financial statements.

PROSPER GOLD CORP.
Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Nine months ended	
	July 31, 2018	July 31, 2017
Cash provided by (used in):		
Operating activities		
Net loss	**$ (1,055,236)**	$ (2,403,224)
Adjustments for		
Amortization	**7,808**	8,427
Share-based payments	**93,198**	216,722
Write-off of mineral property	**229,096**	-
Net change in non-cash working capital		
Amounts receivable	**10,295**	(27,697)
Prepaid expenses and deposit	**(3,135)**	83,590
Accounts payable and accrued liabilities	**199,852**	89,696
	(518,122)	(2,032,486)
Investing activities		
Mineral property option payment and acquisition costs	**(96,813)**	(85,083)
Purchase of equipment	**-**	(5,700)
Cash used in investing activities	**(96,813)**	(90,783)
Financing activities		
Proceeds from private placement	**500,000**	1,670,325
Share issue costs	**(37,101)**	(141,935)
Cash provided by financing activities	**462,899**	1,528,390
Decrease in cash	**(152,036)**	(594,879)
Cash, beginning of period	**229,728**	1,280,910
Cash, end of period	**$ 77,692**	$ 686,031

Non-cash activities:

Shares issued for property	$ 60,650	$ 28,000
Fair value of broker warrants for private placement	$ 1,227	$ 42,837

The accompanying notes are an integral part of these condensed interim financial statements.

1. Nature of operations and going concern

Prosper Gold Corp. ("Prosper" or the "Company") was incorporated under the *Business Corporations Act* (Ontario) on October 11, 2007, continued into British Columbia under the *Business Corporations Act* (British Columbia) and changed its name from Lander Energy Corporation on April 26, 2012. The registered office of the Company is located at 468 B Reid Street, Quesnel, British Columbia, V2J 2M6. Effective September 3, 2013, the Company's common shares are listed on the TSX Venture Exchange (the "Exchange"), trading under the symbol "PGX" upon completion of its Qualifying Transaction on August 30, 2013. Prior to September 3, 2013, the Company was classified as a capital pool company ("CPC") as defined under Policy 2.4 of the Exchange, and trading on the NEX board of the Exchange under the symbol "PGX-H".

The principal business activity of the Company is the acquisition, exploration and development of mineral properties. These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation in the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. The Company has not yet generated any revenues, has incurred losses and negative cash flows from operations since inception and has a deficit of $13,109,431 as at July 31, 2018 (October 31, 2017 - $12,058,590). At July 31, 2018, the Company had cash of $77,692 (October 31, 2017- $229,728) and working capital deficit of $252,284 (October 31, 2017 – working capital of $106,763). The ability of the Company to continue as a going concern over a longer term is dependent on the Company's ability to complete financing to meet administrative overhead and to complete the exploration and development of its mineral property interests, or attainment of profitable mining operations or the receipt of proceeds from the disposition of its mineral property interests. However, there is no guarantee that the Company will establish economically recoverable reserves, profitable operations or positive cash flows from operations. The Company will continue to raise funding through equity financing to continue operations and has been successful to date, but there can be no assurance that adequate financing will be available in the future, or available on terms acceptable to the Company and, therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

2. Basis of preparation

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). Accordingly, these condensed interim financial statements do not include all the information and disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2017, which have been prepared in accordance with IFRS.

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are recorded at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The Company's interim results are not necessarily indicative of its results for the full year.

(c) Presentation and functional currency

The presentation and functional currency of the Company is the Canadian dollar. All amounts in these financial statements are expressed in Canadian dollars, unless otherwise indicated.

2. Basis of preparation (continued)

(d) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures. Actual results could differ from these judgments and estimates. Estimates and underlying assumptions are reviewed on an ongoing basis based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of changes to estimates are recognized in the period estimates are revised and in future periods affected. The critical judgment and assumptions applied in the preparation of these condensed interim financial statements and other major sources of measurement uncertainty are consistent with those applied and disclosed in the Company's audited financial statements for the year ended October 31, 2017.

3. Significant accounting policies

The significant accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended October 31, 2017.

4. Accounting standards not yet effective

IFRS 9 *Financial Instruments*

Issued by IASB	July 2014
Effective for annual periods beginning on or after	November 1, 2018

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9. However, for annual periods beginning before January 1, 2018, an entity may elect to apply those earlier versions instead of applying the final version of this new standard if its initial application date is before February 1, 2015.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- *Classification and measurement of financial assets:*
  Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".

- *Classification and measurement of financial liabilities:*
  When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.

- *Impairment of financial assets:*
  An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.

(Expressed in Canadian Dollars)

4. Accounting standards not yet effective (continued)

IFRS 9 *Financial Instruments (continued)*

- *Hedge accounting:*
  Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

The Company is currently assessing the impact of the application of IFRS 9 on the Company's financial statements.

IFRS 16 *Leases*

Issued by IASB	January 2016
Effective for annual periods beginning on or after	November 1, 2019

Earlier application permitted for entities that also apply IFRS 15 *Revenue from Contracts with Customers*.

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:
- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

The Company is currently assessing the impact of the application of IFRS 16 on the Company's financial statements.

5. Reclamation deposit

The Company was required to post a security deposit of $190,000 in favor of the Ministry of Energy and Mines of British Columbia prior to commencement of surface work at the Star Project. A security deposit for this amount was posted with a Canadian financial institution and bears interest at 0.5%.

(Expressed in Canadian Dollars)

6. Equipment

	Computer Equipment	Office Furniture	Field Equipment	Vehicle	Total
Cost					
As at October 31, 2016	$ 9,650	$ 2,236	$ 20,546	$ 13,704	$ 46,136
Additions	5,873	-	7,640	-	13,513
As at October 31, 2017	15,523	2,236	28,186	13,704	59,649
Additions	-	-	-	-	-
As at July 31, 2018	$ 15,523	$ 2,236	$ 28,186	$ 13,704	$ 59,649
Accumulated Amortization					
As at October 31, 2016	$ 5,481	$ 626	$ 2,054	$ 2,056	$ 10,217
Amortization	3,908	322	4,462	3,495	12,187
As at October 31, 2017	9,389	948	6,516	5,551	22,404
Amortization	2,530	193	3,250	1,835	7,808
As at July 31, 2018	$ 11,919	$ 1,141	$ 9,766	$ 7,386	$ 30,212
Carrying value					
As at October 31, 2017	$ 6,134	$ 1,288	$ 21,670	$ 8,153	$ 37,245
As at July 31, 2018	**$ 3,604**	**$ 1,095**	**$ 18,420**	**$ 6,318**	**$ 29,437**

7. Mineral properties

The Company capitalizes costs of mineral property option payments for cash and share issuances and the related transaction costs for the Ontario Projects in Ontario and the Star Property in British Columbia.

	Ontario Projects							
Costs	**Ashley**	**Matachewan**	**Wydee**	**Galahad**	**Egan**	**Currie**	**Star**	**Total**
Balance, October 31, 2016	$116,513	$22,210	$ 22,560	$ 83,517	$ -	$ -	$445,715	$ 690,515
Option payments	80,000	-	-	-	-	-	-	80,000
Share issuances	28,000	-	-	-	-	-	-	28,000
Transaction costs	4,583	-	-	-	-	-	500	5,083
Balance, October 31, 2017	$229,096	$22,210	$ 22,560	$83,517	$ -	$ -	$446,215	$803,598
Option payments	-	-	-	-	57,800	20,000	-	77,800
Share issuances	-	9,375	9,375	-	20,900	21,000	-	60,650
Transaction costs	-	-	-	-	17,530	983	500	19,013
Write-off	(229,096)	-	-	-	-	-	-	(229,096)
Balance, July 31, 2018	**$ -**	**$31,585**	**$ 31,935**	**$ 83,517**	**$ 96,230**	**$41,983**	**$446,715**	**$ 731,965**

(a) Ontario Projects, Ontario, Canada

The Company entered into three definitive agreements consisting of the options to earn a 100% interest to acquire the Ashley Gold Mine, 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 and to acquire mineral claims surrounding the Ashley Gold Mine.

Ashley

On February 22, 2016 (“Ashley Effective Date”), the Company entered into a definitive agreement (the “Ashley Option Agreement”) with four arm’s length individuals (collectively, the “Optionors”), whereby the Optionors have granted the Company the option to acquire a 100% interest in the Ashley Gold Mine and surrounding claims in central Ontario (the “Ashley Property”). The Ashley Option Agreement requires for the Company to make cash payments totaling $700,000,

7. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Ashley (continued)
the issuance of 1,700,000 Prosper shares and work expenditures totaling $250,000 over three years in order for the

Company to earn a 100% interest in the Ashley Property as follows:

(i) Issue an aggregate 200,000 shares and pay an aggregate of $30,000 on or before five business days of the approval of the Exchange (issued and paid));
(ii) Pay an aggregate $30,000 on or before six months of the Ashley Effective Date (paid on August 5, 2016);
(iii) Issue an aggregate 200,000 shares, make aggregate payments of $80,000 and incur $50,000 of exploration expenditures on or before 12 months of the Ashley Effective Date (paid and issued on February 22, 2017, (paid and issued on February 22, 2017);
(iv) Issue an aggregate 300,000 shares, make aggregate payments of $120,000 and incur expenditures of $100,000 on or before 24 months of the Ashley Effective Date (expenditures incurred, (*)shares not issued and payment unpaid); and
(v) Issue an aggregate 1,000,000 shares, make aggregate payments of $440,000 and incur expenditures of $100,000 on or before 36 months of the Ashley Effective Date.

The option agreement is subject to a 3% net smelter returns royalty (“NSR”), 2% of which can be purchased by the Company upon payment of $2,500,000 to the Optionors.

(*) On April 24, 2018, the Ashley option agreement entered into on February 22, 2016 with the optionors has been terminated and the option costs has been written off.

Matachewan and Wydee
On February 25, 2016 (“Alexandria Effective Date”), the Company entered into a definitive agreement (the “Alexandria Option Agreement”) with Alexandria Minerals Corporation (“Alexandria”), whereby Alexandria has granted the Company the option to acquire a 90% interest in the Wydee and Matachewan claims in central Ontario (collectively, the “Alexandria Properties”). The Alexandria Option Agreement requires the Company to issue 750,000 Prosper shares and for work expenditures totaling $5,000,000 over five years in order for the Company to earn a 75% interest (“First Alexandria Option”) in both the Wydee and Matachewan claims as follows:

(i) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before five business days after the receipt of the required approval of the Exchange of the agreement (issued));
(ii) Incur $120,000 ($60,000 for Wydee and $60,000 for Matachewan) in expenditures, including airborne survey on the property on or before six months after the Alexandria Effective Date (incurred);
(iii) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before 24 months after the Alexandria Effective Date (issued);
(iv) Issued 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before 36 months after the Alexandria Effective Date;
(v) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before 48 months after the Alexandria Effective Date; and
(vi) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) and incur an additional $4,880,000 ($2,440,000 for Wydee and $2,440,000 for Matachewan) on expenditures on or before 60 months of the Alexandria Effective Date.

Upon the Company acquiring a 75% interest in the Alexandria properties, the Company and Alexandria will enter into a joint venture for the exploration and development of the Alexandria property. The Company may elect to exercise the First Alexandria Option to only one of the claims within 60 months of the Alexandria Effective Date by issuing an additional 125,000 shares to Alexandria.

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Matachewan and Wydee (continued)
Subject to the First Alexandria Option, Alexandria grants the Company the exclusive irrevocable right and option to acquire an additional 15% interest ("Second Alexandria Option") upon the delivery of and acceptance by Alexandria of a resource estimate report that delineates a minimum of 1,500,000 ounces of gold on the property.

Galahad
On April 20, 2016, the Company entered into a purchase agreement (the "Purchase Agreement") with JCML Resources Inc. ("JCML"), whereby the Company agreed to acquire 13 mineral claims ("Galahad") surrounding the Ashley Gold Mine for $50,000 and 100,000 Prosper shares. The Company issued the 100,000 common shares (note 9(c)) at a price of $0.26 per share and paid $50,000 for the acquisition.

During the 2017 fiscal year, the Company received a grant for $145,328 from the Junior Exploration Assistance Program from the Ontario Prospectors Association, which has been offset against exploration expenditures.

Egan Purchase
On December 18, 2017, the company entered into a purchase agreement to acquire a 100% interest in the mineral claims commonly referred to as the "Ontario Claims". Pursuant to the terms of the purchase agreement, the Company must pay the vendors a total of $6,000 (paid) within 5 days of the signing of the agreement and issue to the vendors a total of 120,000 common shares (issued February 9, 2018) of the Company within 5 days of receiving the required approval from the TSXV.

Upon the Company acquiring the 100% interest in the Ontario Claims, the Company will grant the vendors a 1% NSR over the property which can repurchased by the Company upon payment of $1,000,000 to the vendors.

Egan Property
On January 22, 2018, the Company signed an option agreement to acquire a 100% interest in the mineral claims comprising the Egan Property, Ontario. The Company is required to pay an aggregate of $500,000 to the Optionors and to issue an aggregate of 1,100,000 common shares of the Company within 40 months after the execution of a Definitive Agreement. The Letter of Intent ("LOI") executed on November 6, 2017 included a payment of $6,000 paid to the Optionors. The schedule of cash and share payments are as follows:

Due Dates	Shares to be Issued	Cash Payments
Upon signing the LOI	-	$6,000 (paid)
Within 10 business days of TSX-V approval following execution of Definitive Agreement	100,000 (issued February 19, 2018)	An additional $44,000 (paid February 15, 2018)
Within 12 months after execution of the Definitive Agreement	An additional 200,000	An additional $75,000
Within 30 months after execution of the Definitive Agreement	An additional 300,000	An additional $125,000
Within 40 months after execution of the Definitive Agreement	An Additional 500,000	An additional $250,000
Total	1,100,000	$500,000

The Optionors hold a 3% NSR interest of which 2% may be purchased by the Company for $2,500,000 upon the Company acquiring a 100% interest in the property.

7. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Egan Property (continued)
Prior to the date the option is exercised, the Optionors will not be required to contribute to the costs of the property until the Company exercises its option and from then, all benefits, rights, profits, obligations, expenses, losses and liabilities to be derived from the property shall be allocated to or borne by the Company and the Optionors in accordance with their respective interests.

If the Company acquires additional properties within a three kilometer area of interest parallel to all existing borders of the properties, such additional properties will be subject to a 2% NSR royalty in favor of the Optionors, of which 1% may be purchased by the Company for $1,000,000.
Any additional adjacent property purchased by the Optionors on behalf of the Company, with the Company's consent, will be charged to the Company at the cost of acquisition and subject to a 2% NSR royalty of which 1% may be purchased for $1,000,000 with the exception of claims that have an existing third-party NSR.

The Company also paid an additional $1,800 for new claims during the quarter.

Currie Property
On February 8, 2018, the Company entered in to an option agreement to acquire the exclusive right and option to acquire 100% interest in the property. In order for the Company to exercise the option, The Company shall:

(a) On or before 30 business days after the receipt of the required approvals of the TSX-V:
  (i) Issue an aggregate of 200,000 shares (issued)
  (ii) Pay an aggregate of $20,000 cash (paid)

(b) On or before 18 months after the effective date:
  (i) Issue an aggregate of $250,000 common shares
  (ii) Pay aggregate of $110,000 cash

Upon the exercise of the option, the Company is subject to a 2% NSR and may repurchase 1% of the property royalty upon payment to the optionors $1,000,000.

(b) Star Property, British Columbia, Canada

Pursuant to an option agreement dated July 15, 2013 between the Company and Firesteel Resources Inc. ("Firesteel") (the "Option Agreement"), the Company has the exclusive option to earn up to an 80% interest in 19 mining claims on the Star property (formerly the Sheslay property), a copper-gold discovery located northwest of Telegraph Creek, British Columbia, in the Stikine Arch area of northwestern British Columbia, in exchange for cash payments, the issuance of common shares and exploration expenditures over four years as follows:

Pursuant to the option agreement (the "First Option"), the Company has earned a 51% interest in the Star property by:

- Making cash payments to Firesteel totalling $300,000 over 18 months (paid);
- Issuing a total of 300,000 Prosper common shares to Firesteel (issued); and
- Incurring exploration expenditures totalling $1,000,000 over 18 months (incurred).

The Company has an additional option (the "Second Option") to earn an additional 19% interest, thereby increasing its total interest in the Property to 70%, which may be exercised by:

- Making cash payments to Firesteel totalling $200,000 over 36 months (due by August 30, 2016) (unpaid);

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

(b) Star Property, British Columbia, Canada (continued)

- Issuing a total of 200,000 Prosper common shares to Firesteel over a period of 36 months (due by August 30, 2016) (unissued); and
- Incurring exploration expenditures totalling $2,000,000 over 36 months (incurred).

The Company has an additional option (the "Third Option") to earn an additional 10% interest, thereby increasing its total interest in the Property to 80%, which may be exercised by:

- Making cash payments to Firesteel totalling $500,000 over 48 months (due by August 30, 2017);
- Issuing a total of 500,000 Prosper common shares to Firesteel over a period of 48 months (due by August 30, 2017); and
- Incurring exploration expenditures totalling $2,000,000 over 48 months (due by August 30, 2017).

Rather than making the Second Option payment and issuance of common shares due by August 30, 2016 and the Third Option payment and issuance of common shares due by August 30, 2017, the Company and Firesteel entered into a joint venture agreement on August 30, 2016. The Company holds 51% ownership of the Star Property. The joint venture agreement specifies that the Company and Firesteel will contribute funds to continue explorations on the Star Property pro-rata, based on their percentage of ownership; 51% to be contributed by Prosper and 49% to be contributed by Firesteel.

The underlying royalty holders are entitled to a 2% NSR on the property. The Company has the option to purchase additional NSR for $2,000,000.

The Option Agreement constituted the Company's Qualifying Transaction that was completed and approved by the Exchange on August 30, 2013. Total capitalized amount of $446,715 (October 31, 2017 - $446,215) for mineral property includes cash payments of $300,000, transaction costs of $57,152 for the Qualifying Transaction and non-cash component for the fair value of the common shares issued, being $63,000 for 100,000 common shares issued on August 30, 2013, $24,000 for 200,000 common shares issued on February 24, 2015 and $2,063 for title and maintenance fee for the property. The additions of $500 each during the period ended July 31, 2017 and July 31, 2018 were paid for mineral titles fee for the property.

Exploration and evaluation expenditures

During the 3 months and 9 months ended July 31, 2018, the Company's exploration expenditures consist of the following:

	Ontario	Star	Total	Ontario	Star	Total
	3 months ended July 31, 2018	3 months ended July 31, 2018	3 months ended July 31, 2018	9 months ended July 31, 2018	9 months ended July 31, 2018	9 months ended July 31, 2018
Assay and analysis	$ 1,505	$ -	$ 1,505	$ 57,259	$ -	$ 57,259
Claims staking	-	-	-	31,366	-	31,366
Drilling	24,433	-	24,433	24,433	-	24,433
Field costs	7,411	600	8,011	26,674	2,550	29,224
Geological (see note 11)	41,175	-	41,175	91,255	-	91,255
Property rentals and utilities	6,904	-	6,904	30,636	-	30,636
Salaries and benefits	20,871	-	20,871	56,860	-	56,860
Transportation and freight	1,813	-	1,813	11,780	-	11,780
Travel and accommodations	3,642	-	3,642	3,669	-	3,669
	$107,754	**$ 600**	**$ 108,354**	**$ 333,932**	**$ 2,550**	**$ 336,482**

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

Exploration and evaluation expenditures (continued)

During the 3 months and 9 months ended July 31, 2017, the Company's exploration expenditures consist of the following:

	Ontario 3 months ended July 31, 2017	Star 3 months ended July 31, 2017	Total 3 months ended July 31, 2017	Ontario 9 months ended July 31, 2017	Star 9 months ended July 31, 2017	Total 9 months ended July 31, 2017
Assay and analysis	$ 71,013	$ -	$ 71,013	$ 168,814	$ -	$ 168,814
Camp costs	1,186	-	1,186	64,605	-	66,605
Drilling	522,929	-	522,929	952,895	-	952,895
Equipment rental	39,592	-	39,592	51,941	-	51,941
Field costs	72,477	1,050	73,527	99,991	3,150	103,141
Geological (see note 11)	47,650	-	47,650	136,980	-	136,980
Property rentals and utilities	14,798	-	14,798	46,529	-	46,529
Salaries and benefits	180,191	-	180,191	349,137	-	349,137
Transportation and freight	9,702	-	9,702	22,615	-	22,615
Travel and accommodations	11,647	-	11,647	26,571	-	26,571
JEAP Grant	(145,328)	-	(145,328)	(145,328)	-	(145,328)
	$825,857	$ 1,050	$ 826,907	$ 1,774,750	$3,150	$ 1,777,900

8. Share capital

(a) Authorized

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

(b) Private placements

On February 28, 2018, the company closed a non-brokered private placement of $500,000 for issuance of 5,000,000 units consisting of 1 common share and 1 common share purchase warrants. Each warrant has an exercise price of $0.15 for a 24 month period. In connection to the private placement, the Company paid finder's fee of $2,500 and issued 25,000 broker warrants with an exercise price of $0.15 which expires in 24 months from the closing date. The Company incurred a total of $38,328 for share issue costs which include legal and filing fees of $37,101 and $1,227 for the fair value of the broker warrants.

On November 1, 2016, the Company closed a private placement for 4,772,357 flow-through units at $0.35 per unit for gross proceeds of $1,670,325. The flow-through units consist of one common share and one-half of one non-transferable non-flow-through common share purchase warrant. Each whole warrant is exercisable for one common share at $0.55 to November 1, 2019. The Company incurred cash share issue costs of $141,936 for finders' fees, legal fees and filing fees. Finders' fees include 286,341 warrants with an exercise price of $0.55 per warrant with an expiry date of November 1, 2019. The fair value of the finders' warrants issued is $42,837.

(Expressed in Canadian Dollars)

8. Share capital (continued)

(c) Shares issued for property

During the period ended July 31, 2018, the Company issued 570,000 common shares with a total value of $60,650 for the following properties:

Egan Purchase – 120,000 common shares with a value of $11,400
Egan Option – 100,000 common shares with a value of $9,500
Matachewan – 75,000 common shares with a value of $9,375
Wydee – 75,000 common shares with a value of $9,375
Currie Property – 200,000 common shares with a value of $21,000

9. Options and warrants

(a) Stock option plan

The Company has a stock option plan under which the Board of Directors may from time to time grant to directors, senior officers, consultants and employees options to acquire common shares, exercisable for a period of up to ten years from the date of grant. The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall not exceed 10% of the total issued and outstanding common shares. The maximum number of common shares that may be reserved for issuance to any individual insider pursuant to share options may not exceed 5% of the common shares issued and outstanding at the time of grant, and the number of common shares that may be reserved for issuance to all technical consultants pursuant to share options may not exceed 2% of the common shares issued and outstanding at the time of grant. Options become exercisable as long as the optionee holds office or continues to be employed by the Company and 90 days following the cessation of an optionee's position with the Company.

On January 23, 2017, the Company granted 521,000 stock options to directors, officer, employee and consultants with an exercise price of $0.20. On February 22, 2017, the Company granted 100,000 stock options to an employee with an exercise price of $0.20. The stock options have an expiry period of 5 years and have a vesting term of 25% every six months. In addition, 300,000 stock options were forfeited as the individual is no longer employed by the Company. The fair value of $31,121 has been reclassified from options reserve to deficit, as they were unexercised 90 days after the termination date.

On March 5, 2018, the Company granted 800,000 stock options to directors, an officer and a consultant of the Company with an exercise price of $0.15. The stock option have an expiry period of 5 years and have a vesting tem of 25% every six months.

On June 1, 2018, 25,000 unvested options with an exercise price of $0.345 and 10,000 unvested options with an exercise price of $0.20 expired due to the departure of an employee.

A continuity schedule of the Company's outstanding stock options under the stock option plan is as follows:

	Number Outstanding	Weighted Average Exercise Price
At October 31, 2016	4,321,104	$0.21
Cancelled	(300,000)	$0.35
Granted	621,000	$0.20
At July 31, 2017 and October 31, 2017	4,642,104	$0.23
Granted	800,000	$0.15
Expired	(35,500)	$0.30
At July 31, 2018	**5,406,604**	**$0.22**

(Expressed in Canadian Dollars)

9. Options and warrants (continued)

(b) Stock options

As at July 31, 2018, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
August 30, 2018	$ 0.200	1,700,000	$ 0.335	0.08	1,700,000
February 14, 2019	$ 0.200	25,000	$ 0.361	0.54	25,000
May 20, 2019	$ 0.200	875,000	$ 0.354	0.80	875,000
May 31, 2021	$ 0.240	721,104	$ 0.184	2.84	721,104
September 2, 2021	$ 0.345	775,000	$ 0.267	3.09	600,000
January 23, 2022	$ 0.200	510,500	$ 0.185	3.48	385,500
March 5, 2023	$ 0.150	800,000	$ 0.012	4.60	-
		5,406,604	**$ 0.262**	**1.99**	**4,306,604**

As at July 31, 2017, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
August 30, 2018	$ 0.200	1,700,000	$ 0.335	1.33	1,700,000
February 14, 2019	$ 0.200	25,000	$ 0.361	1.79	25,000
May 20, 2019	$ 0.200	875,000	$ 0.354	2.05	875,000
May 31, 2021	$0.240	721,104	$ 0.184	4.09	360,552
September 2, 2021	$0.345	800,000	$ 0.267	4.35	200,000
January 23, 2022	$0.200	521,000	$ 0.185	4.74	130,250
		4,642,104	$ 0.287	2.55	3,290,802

The total fair value of the incentive options was calculated using the Black-Scholes option pricing model with the following weighted average assumptions and inputs:

	July 31, 2018	July 31, 2017
Risk-free interest rate	**1.18%**	0.81%
Expected volatility	**109%**	108%
Expected life	**1.99 years**	2.55 years
Expected dividend yield	**-**	-
Share price	**$ 0.22**	$ 0.27
Exercise price	**$ 0.22**	$ 0.27
Expected forfeitures	**0.00%**	0.00%

Expected stock price volatility was derived from an average volatility based on historical movements in the closing prices of comparable companies' stock for a length of time equal to the expected life of the options.

(Expressed in Canadian Dollars)

9. Options and warrants (continued)

(b) Stock options (continued)

Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of 0.00% in determining the expense recorded in the accompanying statements of comprehensive loss.

The fair value of the incentive options during the 9 months ended July 31, 2018 of $93,198 (9 months ended July 31, 2017 - $216,722) was recognized as share-based payments. The balance consists of $89,106 (July 31, 2017- $181,035) to directors and officers, $1,930 (July 31, 2017 - $28,970) to employees and $2,162 (July 31, 2017 - $6,717) to consultants.

Subsequent to the quarter end, 131,604 stock option were cancelled due to the termination of an employee of the Company and 1,700.000 options with an expiry date of August 30, 2018 expired unexercised.

(c) Warrants

A continuity schedule of the Company's outstanding warrants is as follows:

	Number Outstanding		Weighted Average Exercise Price
At October 31, 2016	13,448,675	$	0.74
Issued – warrants for private placement	2,386,178	$	0.55
Issued – broker warrants	286,341	$	0.55
Expired	(3,100,000)	$	(0.74)
At July 31, 2017 and October 31, 2017	13,021,194	$	0.38
Issued – warrants for private placement	5,000,000	$	0.15
Issued – broker warrants	25,000	$	0.15
At July 31, 2018	**18,046,194**	**$**	**0.32**

During 2017, 3,000,000 warrants with an exercise price of $0.75 and 100,000 warrants with an exercise price of $0.50 expired on May 8, 2017.

On February 28, 2018, 5,000,000 warrants were issued as part of the unit private placement which consisted of 1 common share and 1 common share purchase warrant. In addition, 25,000 warrants were issued as finder's fees. The warrants have an exercise price of $0.15 and expires on February 28, 2020.

10. Financial instruments

The Company's financial instruments consist of cash, amounts receivable (other than GST receivable), deposit, reclamation deposit and accounts payable and accrued liabilities. The Company's cash, amounts receivable (other than GST receivable) and deposit are classified as loans and receivables; and the reclamation deposit is classified as held-to-maturity. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

The fair values of the Company's cash, amounts receivable (other than GST receivable), deposit and accounts payable and accrued liabilities approximate their 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.

10. Financial instruments (continued)

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. The Company considers its exposure to credit risk to be low, as its cash, deposit and reclamation deposit are deposited with a large financial institution with a strong credit rating. Amounts receivable consists of GST receivable and credits on vendor payable balances.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet obligations associated with its financial instruments. The Company manages liquidity risk by maintaining adequate cash and managing its capital. At July 31, 2018, the Company had accounts payable and accrued liabilities of $444,037 (October 31, 2017 - $244,186) due within one year, and cash of $77,692 (October 31, 2017 - $229,728).

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Floating interest earned on the Company's cash balances are considered to be at market interest rates. The deposit of $49,791 (October 31, 2017 - $67,354) earns no interest and is deposited with a major bank for the Company's corporate credit card. Assuming that all variables remain constant, a change representing a 1% increase or decrease in the interest rate would not have a significant effect for the Company.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. At July 31, 2018, the Company's monetary assets and liabilities are primarily denominated in Canadian dollars.

There has been no change to the Company's approach to risk management during the period ended July 31, 2018.

11. Related party transactions and balances

The Company's related parties consist of its key management personnel, including its directors, and their close family members and entities controlled by key management personnel. During the periods ended July 31, 2018 and 2017, the Company had the following related party transactions:

(a) Key management compensation for the 3 and 9 months ended July 31, 2018 and 2017 were as follows:

	3 months ended July 31, 2018	3 months ended July 31, 2017	**9 months ended July 31, 2018**	9 months ended July 31, 2017
Short-term benefits	**$ 109,835**	$ 107,613	**$ 333,379**	$ 310,947
Share-based payments	**29,920**	53,191	**89,106**	181,035
	$ 139,755	$ 160,804	**$ 422,485**	$ 491,982

(b) During the 3 and 9 months ended July 31, 2018, the Company incurred $6,000 and $42,000 respectively (3 and 9 months ended July 31, 2017 - $18,000 and $30,250 respectively) for rent and office services to a company owned by a director and officer of the Company.

(c) At July 31, 2018, accounts payable and accrued liabilities include $358,125 (October 31, 2017 - $128,125) due to companies owned by directors and officers of the Company and $60,865 (October 31, 2017 - $59,351) due to officers of the Company.

12. Segmented information

The Company has one reportable operating segment, being the exploration and development of the Star property in British Columbia and the Ontario Projects in Ontario both located in Canada.

13. Management of capital

The Company's capital includes all amounts attributable to its shareholders. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure that optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue additional shares or debt. The Company is dependent on the capital markets as its primary source of operating capital, and the Company's capital resources are largely determined by the strength of the junior resource markets.

The Company is not subject to any capital requirements imposed by regulators or other third parties.

At July 31, 2018, the Company had cash of $77,692 and working capital deficit of $252,284. The Company will require additional capital to fund its total obligations under the Option Agreements to purchase the Star property and the Ontario Projects (note 7) and general and administrative costs. However, there is no guarantee that such financing will be available to the Company or on suitable terms.

There were no changes in the Company's approach to capital management during the period ended July 31, 2018.