

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

PROSPECTOR METALS CORP. ("Prospector" or the "Company")
Suite 1020-800 West Pender St.
Vancouver, British Columbia V6C 2V6

ITEM 2 Date of Material Change

May 15 and May 22, 2025

ITEM 3 News Release

News releases setting out information relating to the material changes described herein were issued by the Company on May 15 and May 22, 2025 and disseminated through the facilities of Newsfile and filed on SEDAR+.

ITEM 4 Summary of Material Change

The Company announced the final closing of its non-brokered private placement raising total gross proceeds to the Company of C\$5,735,350 (the "Offering").

The second tranche of the Offering consisted of 4,227,272 NFT Units (as defined below) purchased by B2Gold Corp. (TSX: BTO, NYSE American: BTG, NSX: B2G) ("B2Gold") for additional gross proceeds of C\$465,000. Pursuant to an investment agreement with B2Gold, B2Gold elected to purchase the units to maintain its investment rights of 9.9%.

Under the closing of the Offering, Prospector issued 25,974,026 Charity Flow-Through Units (the "Charity FT Units") at a price of \$0.154 per Charity FT Unit, 1,000,000 Flow Through Units at a price of \$0.154 per FT Unit (the "FT Units") and 14,375,903 Non-Flow-Through Units (the "NFT Units") at a price of \$0.11 per NFT Unit (the "Offering").

Each Charity FT Unit and FT Unit is comprised of one flow-through common share (a "FT Share") and one half of one non-flow-through common share purchase warrant and each NFT Unit is comprised of one common share and one half of one non-flow-through common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable at a price of \$0.30 into one common share for a period of two years from the date of issuance.

In connection with the closing of the Offering, the Company paid cash finders' fees totaling \$171,452.57 and issued 1,558,654 finders' warrants priced at \$0.30. Each finders' warrant is exercisable for 2 years from the date of issue. The securities issued under the Offering are subject to a hold period under applicable securities laws in Canada expiring four months and one day from the date of issue and are subject to certain closing conditions including, but not limited to, the receipt of all necessary approvals including the final approval of the TSX Venture Exchange.

A director and an officer of the Company participated in the Offering for an aggregate amount of C\$264,000 for 2,000,000 units. The transaction with the insiders constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security

Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions under section 5.5(a) and section 5.7(1)(a) from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the Units issued to the related party and the consideration paid by the related party under the Offering does not exceed 25% of Company’s market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, as the details of the participation by related party of the Company were not settled until shortly prior to closing of the Offering.

ITEM 5 Full Description of Material Change

See the news release attached.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Robert Carpenter, CEO, Director
E: info@prospectormetalscorp.com

ITEM 9 Date of Report

June 3, 2025



Suite 1020 – 800 West Pender Street, Vancouver, BC V6C 2V6

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Prospector Announces Final Closing of its Non-Brokered Private Placement to Fund Drilling on the ML Project, Yukon

Vancouver, BC – May 22, 2025, Prospector Metals Corp. (“**Prospector**” or the “**Company**”) (TSXV: **PPP**; OTCQB: **PMCOF**; Frankfurt: **1ET**) announces the final closing of its non-brokered private placement raising total gross proceeds to the Company of C\$5,735,350 (the “Offering”).

The second tranche of the Offering consisted of 4,227,272 NFT Units (as defined below) purchased by B2Gold Corp. (TSX: BTO, NYSE American: BTG, NSX: B2G) (“B2Gold”) for additional gross proceeds of C\$465,000. Pursuant to an investment agreement with B2Gold, B2Gold elected to purchase the units to maintain its investment rights of 9.9%.

Under the closing of the Offering, Prospector issued 25,974,026 Charity Flow-Through Units (the “Charity FT Units”) at a price of \$0.154 per Charity FT Unit, 1,000,000 Flow Through Units at a price of \$0.154 per FT Unit (the “FT Units”) and 14,375,903 Non-Flow-Through Units (the “NFT Units”) at a price of \$0.11 per NFT Unit (the “Offering”).

Each Charity FT Unit and FT Unit is comprised of one flow-through common share (a “FT Share”) and one half of one non-flow-through common share purchase warrant and each NFT Unit is comprised of one common share and one half of one non-flow-through common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable at a price of \$0.30 into one common share for a period of two years from the date of issuance.

Prospector intends to use the proceeds of the Offering to fund its exploration program at its ML Project in the Yukon which includes up to 5,000 meters of diamond drilling focused on 5 target areas as reported in the Company’s news release dated April 9, 2025, and for general working capital purposes.

In connection with the closing of the Offering, the Company paid cash finders’ fees totaling \$171,452.57 and issued 1,558,654 finders’ warrants priced at \$0.30. Each finders’ warrant is exercisable for 2 years from the date of issue. The securities issued under the Offering are subject to a hold period under applicable securities laws in Canada expiring four months and one day from the date of issue and are subject to certain closing conditions including, but not limited to, the receipt of all necessary approvals including the final approval of the TSX Venture Exchange.

The FT Shares will qualify as “flow-through shares” (within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the “Tax Act”). An amount equal to the gross proceeds from the issuance of the FT Shares will be used to incur eligible resource exploration expenses which will qualify as (i) “Canadian exploration expenses” (as defined in the Tax Act), and (ii) as “flow-through critical mineral mining expenditures” (as defined in subsection 127(9) of the Tax Act) (collectively, the “Qualifying Expenditures”). Qualifying Expenditures in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares will be incurred (or deemed to be incurred) by the Company on or before December 31, 2026 and will be renounced by the Company to the initial purchasers of the FT Shares with an effective date no later than December 31, 2025.

A director and an officer of the Company participated in the Offering for an aggregate amount of C\$264,000 for 2,000,000 units. The transaction with the insiders constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions under section 5.5(a) and section 5.7(1)(a) from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the Units issued to the related party and the consideration paid by the related party under the Offering does not exceed 25% of Company’s market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, as the details of the participation by related party of the Company were not settled until shortly prior to closing of the Offering.

The securities have not been, and will not be, registered under the U.S. Securities Act, or any U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an applicable exemption therefrom. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor may there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Prospector Metals Corp.

Prospector Metals Corp. is a proud member of Discovery Group. The Company is focused on district scale, early-stage exploration of gold and base metal prospects. Creating shareholder value through new discoveries, the Company identifies underexplored or overlooked mineral districts displaying important structural and mineralogical occurrences similar to more established mining operations. The majority of acquisition activity occurs in Yukon and Ontario, Canada – Tier-1 mining jurisdictions with an abundance of overlooked geological regions possessing high mineral potential. Prospector establishes and maintains relationships with local and Indigenous rightsholders and seeks to develop partnerships and agreements that are mutually beneficial to all interested parties.

On behalf of the Board of Directors,
Prospector Metals Corp.

Dr. Rob Carpenter, Ph.D., P.Geo.
President & CEO

For further information about Prospector Metals Corp. or this news release, please visit our website at prospectormetalscorp.com or contact Prospector at 1-778-819-5520 or by email at info@prospectormetalscorp.com.

Prospector Metals Corp. is a proud member of Discovery Group. For more information please visit: discoverygroup.ca

Forward-Looking Statement Cautions:

This press release contains certain “forward-looking statements” within the meaning of Canadian securities legislation, including, but not limited to, statements regarding the Company’s plans with respect to the Company’s projects and the timing related thereto, the merits of the Company’s projects, the Company’s objectives, plans and strategies, the Offering and other project opportunities. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “projects,” “aims,” “potential,” “goal,” “objective,” “strategy,” “prospective,” and similar expressions, or that events or conditions “will,” “would,” “may,” “can,” “could” or “should” occur, or are those statements, which, by their nature, refer to future events. The Company cautions that Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management’s beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include the risk of accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, or the possibility that the Company may not be able to secure permitting and other agency or governmental clearances necessary to carry out the Company’s exploration plans and risks of political uncertainties and regulatory or legal changes in the jurisdictions where the Company carries on its business that might interfere with the Company’s business and prospects. The reader is urged to refer to the Company’s reports, publicly available through the Canadian Securities Administrators’ System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca for a more complete discussion of such risk factors and their potential effects.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.