FORM 5  
  
QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **\_Prospect Ridge Resources Corp.\_\_\_\_\_\_\_\_\_\_\_** (the “Issuer”).

Trading Symbol: **PRR**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

**General Instructions**

1. Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
2. The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

# There are three schedules which must be attached to this report as follows:

# SCHEDULE A: FINANCIAL STATEMENTS

The financial statements for the period ended February 29, 2024 are attached.

# SCHEDULE B: SUPPLEMENTARY INFORMATION

1. **Related party transactions**

|  |  |  |
| --- | --- | --- |
| **Name** | **Relationship** | **Amounts** |
| Brad Scharfe | Director fee | $ 6,000 |
| Jacques Brunelle | Director fee | $ 6,000 |
| Michael Michaud | Director fee | $12,000 |
| Morane Solutions Inc. | Geological consulting fee – a company controlled by Yan Ducharme, President | $ 105,000 |
| Red Fern Consulting | Consulting fee – a company in which the CFO is an employee | $ 30,000 |
| Toby Lim | Director fee | $ 6,000 |
| Triple K Ventures Ltd | Management fee – a controlled by Michael Iverson, CEO | $ 100,000 |

1. **Summary of securities issued and options granted during the period.**

All securities issued and options granted during the period have been disclosed in the Issuer’s financial statements for the period ended February 29, 2024

1. **Summary of securities as at the end of the reporting period.**

A summary of securities as at the end of the reporting period has been disclosed in the Issuer’s financial statements for the period ended February 29, 2024

1. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

|  |  |
| --- | --- |
| **Name** | **Position(s) Held** |
| Brad Scharfe | Director |
| Jacques Brunelle | Director |
| Michael Michaud | Director |
| Yan Ducharme | President, Director |
| Jasmine Lau | CFO |
| Toby Lim | Director |
| Mike Iverson | CEO |
| Simon Ridgway | Chairman, Director |

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

The MD&A for the period ended February 29, 2024 is attached.

**Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated April 26, 2024.

Jasmine Lau   
Name of Director or Senior Officer

*/s/ “Jasmine Lau”*   
Signature

Chief Financial Officer   
Official Capacity

|  |  |  |
| --- | --- | --- |
| ***Issuer Details***  Name of Issuer  Prospect Ridge Resources Corp | For Quarter Ended  February 29, 2024 | Date of Report  YY/MM/DD  24/04/26 |
| Issuer Address  700 West Georgia Street, Suite 1500 | | |
| City/Province/Postal Code  Vancouver, BC V7Y 1C6 | Issuer Fax No.  N/A | Issuer Telephone No.  (604) 670-7818 |
| Contact Name  Jasmine Lau | Contact Position  CFO | Contact Telephone No.  (604) 781-4915 |
| Contact Email Address  [jlau@redfernconsulting.ca](mailto:jlau@redfernconsulting.ca) | Web Site Address  [www.prospectridgeresources.com](http://www.prospectridgeresources.com) | |