

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

EnviroGold Global Limited (the “Issuer”)
1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

ITEM 2. DATE OF MATERIAL CHANGE

January 10, 2025 and January 13, 2025

ITEM 3. NEWS RELEASE

The news release was disseminated through the facilities of Globenewswire on January 13, 2025 and subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On January 10, 2025, the Issuer closed a non-brokered private placement and raised gross aggregate proceeds of \$4,119,000 (the “Financing”).

On January 13, 2025, the Issuer appointed John Brabazon to its Board of Directors.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Financing consisted of 4,119 units (the “Units”) issued at a price of CAD \$1,000 per Unit. Each Unit was comprised of CAD \$1,000 principal amount of unsecured convertible notes (the “Notes”) and 11,112 common share purchase warrants (the “Warrants”) of the Issuer. The Notes will mature eighteen months from the date of issuance and bear interest at 10.0% per annum, calculated monthly, accrued, and payable at maturity or conversion. Interest may be paid in common shares of the Issuer (“Common Shares”), at the Issuers’ election, at a price per share equal to the closing market price of the Common Shares on the last trading day prior to maturity or repayment, as applicable.

The Notes are convertible, at the option of the holders, at any time prior to maturity, into Common Shares at a conversion price of CAD \$0.06 per Common Share, with accrued and unpaid interest at the time of conversion also payable in Common Shares, as described above. Each Warrant entitles the holder to acquire one Common Share in the capital of the Issuer at a price of CAD \$0.08 per Common Share, expiring twenty-four months from the date of issuance.

All securities issued pursuant to the Financing are subject to a statutory four-month hold period, expiring May 10, 2025. The Issuer retains the right to prepay all or any portion of the Notes, subject to a prepayment fee of 7.5% of the principal amount prepaid, payable to each noteholder. Finder’s fees of \$178,910 cash were paid, and 3,149,073 finder warrants, on the same terms as the Warrants noted above, were issued to qualified parties in connection with the Financing. Proceeds from the Financing will be used to complete the NVRO Clean Leach Process demonstration facility, advance revenue-generating customer relationships, and support general operating and administrative expenses.

One officer of the Issuer participated in the Financing in the amount of CAD \$50,000. The participation by such insider is considered a “related-party transaction” within the meaning

of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Issuer has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Financing as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved related parties, exceeded 25% of the Issuer’s market capitalization (as determined under MI 61-101).

The Issuer announced the appointment of John Brabazon to its Board of Directors, effective January 13, 2025. Mr. Brabazon’s background includes 40 years in the capital markets and as a professional director. He is the former Chairman of New Zealand Mint Limited and a Director of Dairy Farms NZ Limited. He is a former Director of Auckland International Airport Limited (listed on the NZX) and New Zealand Government owned Accident Compensation Corporation, including being a former member of the NZ\$50 billion ACC Investment Fund as well as its Risk Assurance and Audit Committee. Mr. Brabazon’s professional qualifications include a Bachelor of Commerce from the University of Auckland, a Chartered Fellow of the Institute of Directors in New Zealand, and a Fellow of the Financial Services Institute of Australasia.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Mr. David Cam, Director & CEO
Telephone: (281) 851-7743

ITEM 9. DATE OF REPORT

January 20, 2025.