

FORM 51-102F3
Material Change Report
Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1. Name and Address of Company

Edgemont Gold Corp.
9th Floor - 1021 West Hastings Street
Vancouver, B.C. V6E 0C3

Item 2. Date of Material Change January 18, 2025

Item 3. News Release The news release was disseminated on January 18, 2025 through the facilities of Newsfile and was SEDAR filed with the securities commissions of Alberta, British Columbia and Ontario.

Item 4. Summary of Material Change

On January 18, 2025 Edgemont Gold Corp. (the “**Company**”) announced a non-brokered private placement financing (the “**Offering**”) of up to 8,500,000 units of the Company (“**Units**”) at a price of C\$0.05 per Unit for aggregate gross proceeds of up to C\$425,000. Each Unit consists of one common share in the capital of the Company (the “**Shares**”) and one common share purchase warrant (each, a “**Warrant**”), with each Warrant exercisable for a period of 36 months from the date of issuance at an exercise price of \$0.05 per Share. The Units and Shares upon exercise of the Warrants sold pursuant to the Offering will be subject to a four-month hold period pursuant to securities laws in Canada.

The Company intends to use the net proceeds of the Offering for general working capital.

The closing of the Offering is subject to certain conditions including, but not limited to, the submission of all required forms to the Canadian Securities Exchange.

Item 5. Full Description of Material Change

On January 18, 2025 Edgemont Gold Corp. (the “**Company**”) announced a non-brokered private placement financing (the “**Offering**”) of up to 8,500,000 units of the Company (“**Units**”) at a price of C\$0.05 per Unit for aggregate gross proceeds of up to C\$425,000. Each Unit consists of one common share in the capital of the Company (the “**Shares**”) and one common share purchase warrant (each, a “**Warrant**”), with each Warrant exercisable for a period of 36 months from the date of issuance at an exercise price of \$0.05 per Share. The Units and Shares upon exercise of the Warrants sold pursuant to the Offering will be subject to a four-month hold period pursuant to securities laws in Canada.

The Company intends to use the net proceeds of the Offering for general working capital.

The closing of the Offering is subject to certain conditions including, but not limited to, the submission of all required forms to the Canadian Securities Exchange.

The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

