

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Edgemont Gold Corp. (the “**Company**”)
9th Floor 1021 West Hastings St.
Vancouver, British Columbia, V6E 0C3

Item 2. Date of Material Change

February 12, 2025

Item 3. News Release

News Release dated February 12, 2025 was disseminated through Newswire and subsequently filed on www.sedarplus.ca.

Item 4. Summary of Material Change

The Company announced that further to its news release dated January 18, 2025, it has closed the non-brokered private placement financing (the “**Offering**”) of 8,500,000 units of the Company (“**Units**”) at a price of C\$0.05 per Unit for aggregate gross proceeds of 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.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see attached news release.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Stuart Rogers, Chief Executive Officer and Director
Telephone: 778-239-3775

Item 9. Date of Report

February 18, 2025

EDGEMONT ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT OF UNITS

Not for distribution to United States newswire services or for dissemination in the United States.

Vancouver, British Columbia, February 12, 2025, Edgemont Gold Corp. (CSE: EDGM) (the “**Company**”) is pleased to announce that, further to its news release dated January 18, 2025, it has closed the previously announced non-brokered private placement financing (the “**Offering**”) of 8,500,000 units of the Company (“**Units**”) at a price of C\$0.05 per Unit for aggregate gross proceeds of 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 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.

About Edgemont

Edgemont holds a 100% interest in the Dungeness copper/gold porphyry project located just 6 km south of Houston, BC, in a region with a history of successful mining projects including the Equity Silver Mine and Imperial Metals' Huckleberry Mine. The Dungeness project is comprised of five mineral tenures covering 1,582.2 hectares that can be explored year-round by all-season roads. For more information, please visit our website at www.edgemontgold.com.

For further information, please contact:

Stuart Rogers
Chief Executive Officer
Tel: (778) 239-3775
www.edgemontgold.com

Neither the Canadian Securities Exchange nor its Market Regulator (as the term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward Looking Information

This news release contains forward looking information or statements within the meaning of applicable securities laws, which may include, without limitation, statements relating to the terms and completion of the Offering, the use of proceeds of the Offering, the receipt of regulatory and stock exchange approval in respect of the Offering, the technical, financial, and business prospects of the Company, its assets and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward looking information or statements. Although the Company believes the expectations expressed in such forward-looking information or statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking information or statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, the ability to achieve its goals, expected costs and timelines to achieve the Company's goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. Such forward looking information or statements reflects the Company's views with respect to future events and is subject to risks,

uncertainties and assumptions, including the risks and uncertainties included in in documents filed under the Company's profile on SEDAR+ at www.sedarplus.ca. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive, and regulatory uncertainties and risks. Factors that could cause actual results to differ materially from those in forward looking information or statements include, but are not limited to, the ability of the Company to complete the Offering on the terms described herein, including obtaining the requisite regulatory and stock exchange approvals, continued availability of capital and financing and general economic, market or business conditions, failure to compete effectively with competitors, failure to maintain or obtain all necessary permits, approvals and authorizations, failure to comply with applicable laws, including environmental laws, risks relating to unanticipated operational difficulties. The Company does not undertake to update forward looking statements or forward-looking information, except as required by law.