

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 February 20, 2025

Item 3. News Release The news release was disseminated on February 20, 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 February 20, 2025 Edgemont Gold Corp. (the "Company") is pleased to announce that it has entered into a non-binding letter of intent (the "LOI") dated February 20, 2025 with Laiva Gold Inc. ("Laiva"), an arm's length Alberta private company, which contemplates the acquisition by the Company of all the issued and outstanding common shares of Laiva from the shareholders of Laiva (the "Transaction"). As consideration under the Transaction, the Company will issue such number of post-Consolidation (as defined below) common shares in the capital of the Company (each, a "Consideration Share") to the shareholders of Laiva (the "Transaction") as is equal to the total number of shares of Laiva outstanding immediately prior to the closing of the Transaction (the "Closing").

The LOI contemplates that the parties will draft, finalize and execute a definitive agreement (a "Definitive Agreement") respecting the Transaction on or before March 15, 2025. The Transaction and the entering into of a Definitive Agreement are subject to mutual due diligence investigations. The Company expects to provide an update respecting the Transaction, any required shareholder and regulatory approvals, the Concurrent Financing (as defined below), the Laiva Financing (as defined below) and the status of the Definitive Agreement in due course. It is anticipated that the Company will complete a share consolidation on a three-for-one (3:1) basis (the "Consolidation") immediately prior to the Closing.

In connection with the Transaction, the Company and Laiva intend to conduct private placement offerings of: (a) subscription receipts of the Company, for aggregate gross proceeds of no less than \$7,500,000; and / or (b) convertible debentures of either the Company, Laiva or special purpose financing entities for aggregate gross proceeds of no less than \$7,500,000, all on terms as to be mutually agreed to by the parties (collectively, the "Concurrent Financing"). In addition, it is anticipated that prior to Closing, the parties will organize a private placement of securities of Laiva for aggregate gross proceeds of up to \$7,500,000 (the "Laiva Financing").

Concurrent to the LOI, the Company advanced to Laiva an unsecured loan in the principal amount of \$750,000 (the "Bridge Loan") pursuant to a promissory note. The Bridge Loan bears simple interest at a rate of 5% per annum and will mature and be repayable by Laiva to the Company on the earlier of (a) the date that is 6 months after the date of the LOI; (b) the Outside Date (as such term will be defined in the Definitive Agreement); and (C) if no Definitive Agreement is entered into by the parties, upon the date of termination of the LOI.

Should the parties enter into a Definitive Agreement in respect of the Transaction, it is expected that the Transaction will constitute a "Fundamental Change" of the Company pursuant to policies of the Canadian Securities Exchange (the "CSE"). Should the Transaction proceed, it will remain subject to approval of the CSE.

Item 5. Full Description of Material Change

On February 20, 2025 Edgemont Gold Corp. (the "Company") is pleased to announce that it has entered into a non-binding letter of intent (the "LOI") dated February 20, 2025 with Laiva Gold Inc. ("Laiva"), an arm's length Alberta private company, which contemplates the acquisition by the Company of all the issued and outstanding common shares of Laiva from the shareholders of Laiva (the "Transaction"). As consideration under the Transaction, the Company will issue such number of post-Consolidation (as defined below) common shares in the capital of the Company (each, a "Consideration Share") to the shareholders of Laiva (the "Transaction") as is equal to the total number of shares of Laiva outstanding immediately prior to the closing of the Transaction (the "Closing").

The LOI contemplates that the parties will draft, finalize and execute a definitive agreement (a "Definitive Agreement") respecting the Transaction on or before March 15, 2025. The Transaction and the entering into of a Definitive Agreement are subject to mutual due diligence investigations. The Company expects to provide an update respecting the Transaction, any required shareholder and regulatory approvals, the Concurrent Financing (as defined below), the Laiva Financing (as defined below) and the status of the Definitive Agreement in due course. It is anticipated that the Company will complete a share consolidation on a three-for-one (3:1) basis (the "Consolidation") immediately prior to the Closing.

In connection with the Transaction, the Company and Laiva intend to conduct private placement offerings of: (a) subscription receipts of the Company, for aggregate gross proceeds of no less than \$7,500,000; and / or (b) convertible debentures of either the Company, Laiva or special purpose financing entities for aggregate gross proceeds of no less than \$7,500,000, all on terms as to be mutually agreed to by the parties (collectively, the "Concurrent Financing"). In addition, it is anticipated that prior to Closing, the parties will organize a private placement of securities of Laiva for aggregate gross proceeds of up to \$7,500,000 (the "Laiva Financing").

Concurrent to the LOI, the Company advanced to Laiva an unsecured loan in the principal amount of \$750,000 (the "Bridge Loan") pursuant to a promissory note. The Bridge Loan bears simple interest at a rate of 5% per annum and will mature and be repayable by Laiva to the Company on the earlier of (a) the date that is 6 months after the date of the LOI; (b) the Outside Date (as such term will be defined in the Definitive Agreement); and (C) if no Definitive Agreement is entered into by the parties, upon the date of termination of the LOI.

Should the parties enter into a Definitive Agreement in respect of the Transaction, it is expected that the Transaction will constitute a "Fundamental Change" of the Company pursuant to policies of the Canadian Securities Exchange (the "CSE"). Should the Transaction proceed, it will remain subject to approval of the CSE.

About Laiva

Laiva is a Canadian mining company, incorporated under the Alberta *Business Corporations Act*, and through a subsidiary company owns its flagship operation, the Laiva mine ("Laiva Mine") in Finland. The Laiva Mine is an open pit operation, fully equipped with one of the largest gold plants in Europe (6,000 tonnes per day capacity) and a sizeable proven resource estimate.

