

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Rottenstone Gold Inc. (the “Corporation”)
#1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

2. Date of Material Change

February 18, 2025

3. News Release

News release (as dated and released by the Issuer on February 18, 2025) was filed on SEDAR+, disseminated through the facilities of The Newswire and posted to the Issuer’s disclosure hall with the CSE.

4. Summary of Material Change

The Corporation closed a non-brokered common share unit financing (the “Financing”) by way of the issuance of 1,000,000 units (the “Units”) at a price of \$0.055 per Unit.

5.1 Full Description of Material Change

On February 18, 2025, the Corporation closed the Financing, each Unit consisted of one common share of the Corporation (a “Unit Share”) and one transferable common share purchase warrant (a “Warrant”) that in turns entitles the holder of a Warrant, upon further payment to the Corporation, to acquire one additional common share of the Corporation (a “Warrant Share”) at an exercise price of \$0.07 per Warrant Share on any date prior to the date which is 36 months following the closing date of the Financing.

There were no finder’s fees paid by the Corporation with respect to the Financing. The Units issued under the Financing remain subject to any requisite regulatory approval(s) and shall be subject to a four-month and a day hold period pursuant to applicable securities laws of Canada.

One Insider (as that term is defined by securities regulations) of the Corporation, an Officer/Director, indirectly participated in the Financing, for an aggregate total of \$55,000 in Units. 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 Corporation has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in 5.5(b) and 5.7(1)(b), respectively, of MI 61-101, as no securities of the Corporation are listed or quoted on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and neither the fair market value of the Units to be acquired by the participating insider nor the consideration to be paid by such insider exceeds \$2,500,000.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

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

8. Executive Officer

Contact: Nicholas Koo, Chief Financial Officer
Telephone: 604-687-2038

9. Date of Report

February 18, 2025