

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

ELEMENT79 GOLD CORP. (the "Company")
1100-1111 Melville Street
Vancouver, British Columbia
V6E 3V6

Item 2 - Date of Material Change

February 7, 2025

Item 3 News Release

A news release was issued and disseminated on February 12, 2025 and filed on SEDAR+ (www.sedarplus.ca) and with the CSE.

Item 4 Summary of Material Change

Element79 Gold has entered into a new Investment and Advisory Agreement with Crescita Capital LLC.

Item 5 Full Description of Material Change

See the News Release attached as Schedule "A"

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

The following senior officer of the Company is knowledgeable about the material change and this report:

James Tworek, CEO
jt@element79.gold
Phone: 604-200-3608

Item 9 Date of Report

February 20, 2025

Element79 Gold Corp. Announces Strategic Investment and Advisory Agreement with Crescita Capital LLC

Vancouver, British Columbia — February 12, 2025 — Element79 Gold Corp. (CSE: ELEM, FSE: 7YS0, OTC: ELMGF) (the "Company" or "Element79") is pleased to announce that it has entered into a new Investment and Advisory Agreement with Crescita Capital LLC ("Crescita"), effective February 7, 2025. This strategic agreement includes a CDN \$5 million equity drawdown facility and advisory services aimed at accelerating the Company's growth and enhancing its operational and financial objectives.

Key Highlights of the Agreement:

1. CDN \$5 Million Equity Drawdown Facility:

Crescita has committed to providing Element79 with a non-revolving equity drawdown facility of up to CDN \$5 million. This funding mechanism will allow Element79 to access capital in tranches during a defined commitment period. Proceeds are expected to support the Company's ongoing exploration, mine development activities, and other corporate initiatives.

Per the terms of the Agreement, on signing, Element79 is to issue 10,000,000 Common Shares (Fee Shares); and 62,500 Common Shares (Initial Consulting Fee Shares) at a deemed value of CAD \$0.04 per Common Share; plus 2,939,965 Fee Warrants to Crescita Capital LLC. The Fee Warrants are exercisable for 5 years from the date of issuance with a Warrant Adjusted Exercise Price equal to the greater of (i) the VWAP of the Common Shares during the Warrant Exercise Price Adjustment Period, and (ii) the Exchange Minimum Price at the time the Warrants were originally issued, in any case, subject to the applicable Listing Rules.

2. Strategic Advisory Services:

Crescita will deliver tailored advisory services to Element79, including guidance on business development, strategic mergers and acquisitions, and capital markets strategies. These services are designed to support Element79's efforts to unlock value across its portfolio of mining assets and drive sustainable growth.

3. Aligned Interests and Growth Focus:

Crescita has been an investor in Element79 Gold Corp's growth and development since 2021. This new Agreement reflects Crescita's confidence in Element79's vision and new mine development-focused strategy. In addition to providing funding, Crescita's extensive expertise in project development, financing, global capital markets and corporate strategy is expected to be a key driver in advancing Element79's operational goals.

CEO's Statement:

James Tworek, Chief Executive Officer of Element79 Gold, commented: "Crescita Capital LLC has been a key funding partner of ELEM since our IPO, having invested over \$7.2M in Element79 over that time period, and this new capitalization and consulting agreement reflects our mutually-entrenched investment in the company's business strategy and growth focus for the future. This agreement not only secures the financial resources needed to advance our exploration and development projects but also brings valuable strategic advisory capabilities, highlighting that in the past we have built a strong company together and are looking at developing sustainable success together through the new, focused phase of corporate development. With this new financial facility in place as a strategic tool in our strategic toolkit, we are well-positioned to accelerate our growth trajectory and deliver on our commitments to shareholders."

About Element79 Gold Corp.

Element79 Gold is a publicly traded mining company focused on developing its portfolio of high-grade gold and silver assets. Its flagship project, the Lucero mine in Arequipa, Peru, is a past-producing property with significant resource potential. The Company also holds several exploration projects along Nevada's Battle Mountain trend, a region renowned for prolific gold production. Additionally, Element79 has recently

transferred its Dale Property in Ontario to its subsidiary, Synergy Metals Corp., as part of a spin-out process.

About Crescita Capital LLC

Crescita Capital LLC, headquartered in the UAE, specializes in providing strategic investments and advisory services to mining and exploration companies. Crescita focuses on enabling companies to optimize their financial strategies, advance resource development projects, and achieve their long-term goals.

For more information, please contact:

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Chief Executive Officer

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For further updates on Element79 Gold Corp., visit www.element79.gold.