

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Lion Copper and Gold Corp.
c/o #1200 – 750 West Pender Street
Vancouver, BC V6C 2T8

2. DATE OF MATERIAL CHANGE

February 16, 2024

3. NEWS RELEASE

News release dated February 20, 2024 was disseminated via Stockwatch and Market News Publishing Inc.

4. SUMMARY OF MATERIAL CHANGE

Lion Copper and Gold Corp. Completes Restructuring of Convertible Debentures

5. FULL DESCRIPTION OF MATERIAL CHANGE

Lion Copper and Gold Corp. **Lion Copper and Gold Corp.** (“**Lion CG**”, or the “**Company**”) (TSX-V: LEO) (OTCQB: LCGMF) announced that it has issued convertible debentures (the “**Debentures**”) in the aggregate principal amount of US\$941,813 to replace previously issued convertible debentures that were maturing (the “**Original Debentures**”), as announced in the Company’s news release of February 15, 2024. The Debentures have a maturity date of 12 months and bear interest at a rate of 20% per annum. The Debentures are convertible into common shares of the Company at a price of US\$0.06 (C\$0.08) per share, or at the holder’s option, may instead be converted in-kind for common shares of Falcon Butte Minerals Corp. held by the Company, at a conversion price of US\$0.25 (C\$0.32) per Falcon Butte share. Holders of the debentures also received an aggregate of 15,696,883 share purchase warrants each entitling the holder to receive one common share of the Company at an exercise price of US\$0.06 (C\$0.08) for a period of 12 months.

In addition, a total of US\$259,000 of principal amount of the Original Debentures were converted into 3,500,000 common shares. The Company has received commitments from a number of the holders of the remaining Original Debentures to complete a securities for debt transaction (see February 15, 2024 news release), which is anticipated to complete within the next week.

Pursuant to the requirements of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (the “**Instrument**”), the Company advises that participation by officers and directors of the Company for a total of US\$373,033 in the Debenture restructuring constituted a “related party transaction” as defined under the Instrument. The Company relied on the exemptions under section 5.5(a) and section 5.7(1)(a) from the formal valuation and minority shareholder approval requirements of the Instrument, as the fair market value of the securities issued to the related parties did not exceed 25% of the Company's market capitalization. The Company did not file a material

change report 21 days prior to the issuance of the Debenture restructuring because the details of restructuring and participation had not been confirmed at that time.

The Debentures and related warrants are subject to a statutory four-month hold period, expiring on June 17, 2024, in accordance with applicable Canadian securities laws. The securities will also be subject to restrictions under U.S. securities laws, which generally restrict any resales for a period of six months for non-affiliates.

Early Warning Disclosure

Tony Alford (“**Alford**”), a director of the Company, acquired 3,500,000 shares at a price of US\$0.074 per share for an aggregate purchase price of US\$259,000 through the conversion of his Original Debentures, and also acquired Debentures in the principal amount of US\$50,000 with 833,333 detached warrants (the “**Transaction**”). Immediately prior to the Transaction, Alford owned and/or had control over, directly and indirectly, an aggregate of 59,250,063 common shares of the Company (comprised of common shares held directly and held jointly with his spouse, and 15,234,794 common shares that are registered to his spouse), representing approximately 19% of the issued and outstanding common shares of the Company. He also held 23,175,971 share purchase warrants, convertible debentures in the principal amount of US\$1,550,000, and 10,657,713 options. Following the Transaction, Alford owns and/or has control over an aggregate of 47,515,269 common shares (comprised of common shares held directly and held jointly with his spouse), 24,009,304 share purchase warrants, Debentures in the principal amount of US\$1,132,000, and 10,657,713 options, and indirectly holds 15,234,794 common shares that are registered to his spouse, representing 20% of the issued and outstanding common shares of the Company. Assuming exercise of the 24,009,304 share purchase warrants, 10,657,713 options, and conversion of Debentures in the principal amount of US\$1,132,000, Alford will own or have control over 105,247,081 common shares of the Company, representing approximately 32.94% of the Company’s issued and outstanding common shares on a partially diluted basis, assuming no further common shares of the Company are issued. The acquisition of common shares representing 20% or greater of the outstanding common shares of the Company on conversion of Original Debentures by Alford was approved by disinterested shareholders at the Company’s annual general meeting held in June of 2023.

Alford acquired the securities of the Company for investment purposes, and may, depending on market and other conditions, increase or decrease his beneficial ownership of the Company’s securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

The disclosure respecting Alford’s security holdings of the Company contained in this news release is made pursuant to National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* and National Instrument 62-104 - *Take-Over Bids and Issuer Bids*, and a report respecting the above acquisition will be filed with the applicable securities regulatory authorities and will be available for viewing under the Company’s profile on the SEDAR+ website at www.sedarplus.ca.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Stephen Goodman, President
Phone: (917) 371-2966
Email: stephen@lioncg.com

9. **DATE OF REPORT**

February 26, 2024