

**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

May 22, 2024

3. NEWS RELEASE

News release dated May 22, 2024 was disseminated via Stockwatch and Market News Publishing Inc.

4. SUMMARY OF MATERIAL CHANGE

Lion Copper and Gold Corp. promotes Steven Dischler to CEO of the Company.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Lion Copper and Gold Corp. (“**Lion CG**”, or the “**Company**”) (TSX-V: LEO) (OTCQB: LCGMF) announced the appointment of Steven Dischler, P.E. as the Chief Executive Officer (“**CEO**”) of the Company, in place of Travis Naugle who is stepping down as CEO. Mr. Naugle will remain as a director and co-chairman of the Company.

Prior to his appointment as CEO, Mr. Dischler held the position of Vice President of Environmental, Social and Governance for Lion CG. He previously served as the President and Chief Executive Officer of the Company from July 2013 to September 2015.

The promotion of Mr. Dischler is a reflection of the positive advancement and stage of the Company’s Yerington Copper Project, and a testament to the Company’s commitment to move the assets towards production with its strategic partner Rio Tinto. Mr. Dischler has over 40 years’ of directly relevant experience to Lion CG’s development goals, at the most senior levels in the natural resources sector with a focus on the environment, reclamation, permitting and stakeholder engagement. His recent experience includes over 13 years as a senior executive advancing legacy and new mining projects in the historic Yerington Copper District. In addition, Mr. Dischler has an extensive track record of working constructively with the local communities, including Native American Tribes, governmental agencies, and NGOs in the region. Mr. Dischler holds a B.S. and a M.S. in Mining Engineering. In his immediately previous role with the Company, he has been instrumental in advancing the Yerington Copper Project pursuant to the terms of the joint venture with Nuton LLC, a Rio Tinto Venture. and will build on this track record in his new role as CEO.

Mr. Dischler commented: “I am pleased to continue advancing the Yerington Copper Project alongside our strong delivery team that is in place. We will continue to put environmental stewardship and community and tribal engagement at the forefront of our guiding principles. My leadership style is to be open and transparent with all stakeholders as we advance our assets towards production. I believe this Project can be a win-win for everyone involved and has the potential to be a significant supply of domestic copper for the global energy transition.”

The Board would like to thank Mr. Travis Naugle for his significant contributions to Lion CG over the last three years and is pleased that he will continue to support the Company as a director and co-chairman.

The Company further announces the appointment of Ms. Lei Wang , CPA, CGA, as Chief Financial Officer (“CFO”) and Corporate Secretary of the Company in place of Stephen Goodman. Ms. Wang previously served as the CFO of the Company from January 2016 to September 2021. She has worked in the mineral resource sector for more than 25 years, and has experience in financial reporting, regulatory compliance, internal control, and corporate finance activities. The Board would like to thank Mr. Stephen Goodman for his significant contributions as an officer of Lion CG. Mr. Goodman’s role with the Company will continue as a director on the Board.

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

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Tom Patton, Co-Chairman
Telephone: (360) 599-1142

9. **DATE OF REPORT**

May 22, 2024