

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ESGold Corp. (the “**Company**”)
488-1090 West Georgia Street
Vancouver, BC, V6E 3V7

(the “**Company**”)

Item 2. Date of Material Change

May 24, 2023 and July 24, 2023.

Item 3. News Release

A news release dated July 25, 2023 was disseminated and posted to SEDAR on July 28, 2023.

Item 4. Summary of Material Change

The Company has issued 50 million shares to DNA Canada Ltd. to satisfy its obligation in connection with the Company’s acquisition of the Montauban Project (“**Montauban**”).

The Company has also issued 9,262,100 shares for debt related to the acquisition of Montauban.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has issued 50 million shares to DNA Canada Ltd. to satisfy its obligation on the acquisition of the Montauban Project (“**Montauban**”). In addition, it has issued 9,262,100 shares for debt related to the acquisition of Montauban. The shares will be subject to a four month and one day hold period.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

Mr. Tony Giuliano, CFO of the Company, is knowledgeable about the material change contained herein and may be reached at (514) 241-9161.

Item 9. Date of Report

This report is dated August 3, 2023.