

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

**Item 1      Name and Address of Company**

Ready Set Gold Corp. (the “Company”)  
Suite 810 – 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2      Date of Material Change**

July 5, 2021

**Item 3      News Release**

The news release was disseminated by Newsfile, filed on SEDAR and posted to the Company’s disclosure hall with the CSE on July 5, 2021.

**Item 4      Summary of Material Change**

On July 5, the Company announced that it will hold an annual and special general meeting of shareholders on October 12, 2021 (the “AGM”), at which normal-course annual meeting matters will be discussed as well as matters raised in a purported dissident requisition (the “Requisition”) made pursuant to the *Business Corporations Act* (British Columbia) by CBLT Inc., which the Company believes may be controlled or directed by Peter M. Clausi (the “Dissident”).

The board of directors of the Company (the “RSG Board”) believes that it would be in the best interests of the Company to mitigate the significant costs and expenses of a contested meeting of shareholders so close to the time at which the incumbent directors would stand for election or re-election, as the case may be, in the normal course, and so the RSG Board has determined that holding the Company’s annual meeting earlier than usual, together with considering the matters raised in the Requisition, would be in the best interests of the Company and would also allow the newly elected directors at the AGM to enjoy a full mandate from shareholders for the ensuing year.

The RSG Board has attempted constructive engagement with the Dissident to hear out its concerns and to consider the qualifications of the Dissident’s candidates for inclusion on the RSG Board, however the Dissident has recently ceased its engagement with the Company. The Company welcomes constructive engagement with its shareholders generally and, while the RSG Board would prefer not to engage in a hostile and lengthy proxy contest, the RSG Board is committed to protecting the best interests of the Company in accordance with its fiduciary obligations.

The record date for the Meeting is September 3, 2021 and the AGM will be held at 333 Terminal Avenue, Suite 220, Vancouver, British Columbia, V6A 4C1. Shareholders of the Company will receive detailed information about the AGM in a management information circular (and, as applicable, the Company expects the Dissident may prepare and send a dissident’s circular in respect of same) in advance of the AGM. Shareholders should read the Company’s meeting materials carefully before reaching a decision with regard to their votes. In the meantime, there is no need for shareholders to take any action.

**Item 5 Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

Please see the attached news release dated July 5, 2021.

**Item 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**

Not applicable.

**Item 8 Executive Officer**

Christian Scovenna, Chief Executive Officer  
Telephone: 416-453-4708

**Item 9 Date of Report**

July 7, 2021



## Ready Set Gold Sets Date for Annual General and Special Meeting

Toronto, Ontario, July 5, 2021 (NEWSFILE) - Ready Set Gold Corp. ("Ready Set Gold" or the "Company") (CSE: RDY | FSE: OMZ | USA: RDYFF) today announced that it will hold an annual and special general meeting of shareholders on October 12, 2021 (the "AGM"), at which normal-course annual meeting matters will be discussed as well as matters raised in a purported dissident requisition (the "Requisition") made pursuant to the *Business Corporations Act* (British Columbia) by CBLT Inc., which the Company believes may be controlled or directed by Peter M. Clausi (the "Dissident").

The board of directors of the Company (the "RSG Board") believes that it would be in the best interests of the Company to mitigate the significant costs and expenses of a contested meeting of shareholders so close to the time at which the incumbent directors would stand for election or re-election, as the case may be, in the normal course, and so the RSG Board has determined that holding the Company's annual meeting earlier than usual, together with considering the matters raised in the Requisition, would be in the best interests of the Company and would also allow the newly elected directors at the AGM to enjoy a full mandate from shareholders for the ensuing year.

The RSG Board has attempted constructive engagement with the Dissident to hear out its concerns and to consider the qualifications of the Dissident's candidates for inclusion on the RSG Board, however the Dissident has recently ceased its engagement with the Company. The Company welcomes constructive engagement with its shareholders generally and, while the RSG Board would prefer not to engage in a hostile and lengthy proxy contest, the RSG Board is committed to protecting the best interests of the Company in accordance with its fiduciary obligations.

The record date for the Meeting is September 3, 2021 and the AGM will be held at 333 Terminal Avenue, Suite 220, Vancouver, British Columbia, V6A 4C1. Shareholders of the Company will receive detailed information about the AGM in a management information circular (and, as applicable, the Company expects the Dissident may prepare and send a dissident's circular in respect of same) in advance of the AGM. Shareholders should read the Company's meeting materials carefully before reaching a decision with regard to their votes. In the meantime, there is no need for shareholders to take any action.

### About Ready Set Gold Corporation

Ready Set Gold Corp. is a precious metals exploration company listed on the Canadian Securities Exchange under symbol RDY and the Boerse Frankfurt Exchange as OMZ. The Company has consolidated and now owns a 100% interest in the Northshore Gold Project, located in the Schreiber-

Hemlo Greenstone Belt near Thunder Bay, Ontario which is prospective for gold and silver mineralization. The Company also owns a 100% interest in two separate claim blocks totaling 4,453 hectares known as the Hemlo Eastern Flanks Project. The Company also holds an option to acquire a 100% undivided interest in a continuous claim block totaling 1,634 hectares comprising the Emmons Peak Project located 50 km south of Dryden, Ontario that is near the Treasury Metals Goliath and Goldlund advanced gold development projects.

On Behalf of the Board of Directors,  
READY SET GOLD Corp.

“Christian Scovenna”  
Chief Executive Officer & Director

Email: [info@readyssetgoldcorp.com](mailto:info@readyssetgoldcorp.com)  
CEO Direct Line: +1 (416) 453-4708

For further information please contact:

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Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

**Cautionary Statement Regarding Forward-Looking Information**

This news release may contain certain “forward-looking information”. Forward-looking information included in this news release include statements regarding the AGM and the timing thereof and matters to be acted upon thereat. Forward-looking information is based upon the assumptions and estimates considered reasonable by management of the Company, in light of its experience and knowledge of current trends and opportunities. Forward-looking information involves known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Risks that may cause the forward looking information contained herein to be materially different from the future results, performance or achievements expressed or implied by the forward-looking information contained herein include, but are not limited to, risks that the AGM may result in a change of management, risks that the AGM may be delayed, adjourned or postponed by reason of the ongoing COVID-19 pandemic or otherwise, and other risks attendant to contested meetings of shareholders, including potentially litigation risks. As a result, readers are cautioned not to place undue reliance on any forward-looking information. Any statement containing forward looking information speaks only as of the date of this news release and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward looking information, whether as a result of new information, future events or results or otherwise.