

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Ready Set Gold Corp. (the “Company”)
220 – 333 Terminal Avenue
Vancouver, BC V6A 4C1

Item 2 Date of Material Change

October 12, 2021

Item 3 News Release

The news releases were disseminated by Newsfile, filed on SEDAR and posted to the Company’s disclosure hall with the CSE on October 12, 2021.

Item 4 Summary of Material Change

On October 12, 2021, the Company announced the results of its annual general and special meeting of shareholders.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached news releases, each dated October 12, 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

October 12, 2021



Ready Set Gold Announces Results of Annual General and Special Meeting of Shareholders

Management Nominees elected as directors for the ensuing year; other management motions passed, as expected

Toronto, Ontario, October 12, 2021 (NEWSFILE) – Ready Set Gold Corp. (“Ready Set Gold” or the “Company”) (CSE: RDY | FSE: OMZ | USA: RDYFF) is pleased to announce the results of its annual general and special meeting of shareholders held earlier today (the “Meeting”).

The Meeting was called to attend to normal-course annual meeting matters, as well as matters set forth in a requisition (the “Requisition”) received from a dissident shareholder of the Company, CBLT Inc. (the “Dissident”). Further details about the Meeting are set forth in the Company’s management information circular and related documentation (the “Circular”), which is filed on the Company’s SEDAR profile at www.sedar.com. At the Meeting, shareholders voting in person or by proxy approved all resolutions proposed by management, including the election of the director nominees of management proposed in the Circular. A total of 10,478,861 common shares of the Company were represented at the Meeting in person or by proxy, which is approximately equal to 34.7% of the number of common shares that were eligible to vote at the Meeting.

Chief Executive Officer and director Christian Scovenna, commented: “I want to thank our shareholders for their vote of confidence in the current management of Ready Set Gold. As outlined in my letter to shareholders contained in the Circular, our Company is valuable. We are excited for the future at Ready Set Gold, and with this unnecessary and distracting proxy contest finally behind us, your excited and energized management team looks forward to the work ahead.”

At the Meeting, on a vote by ballot, the number of directors to be elected was set at five. On a vote on an individual basis by ballot, the five nominees of management of the Company (namely, Christian Scovenna, Darren Collins, Peter Simeon, Mark Smethurst and Gerhard Merkel), were elected to the Company’s board to hold office for the ensuing year or until their successors are elected or appointed. At the Meeting, the Dissident elected not to nominate the dissident nominees identified in the Requisition. The detailed voting results from the election of directors are set out below:

Name	Votes FOR (%)	Votes WITHHELD (%)
Christian Scovenna	7,118,472 (67.93%)	3,360,383 (32.07%)
Darren Collins	7,152,652 (68.26%)	3,326,203 (31.74%)
Peter Simeon	7,127,652 (68.02%)	3,351,203 (31.98%)
Mark Smethurst	7,127,652 (68.02%)	3,351,203 (31.98%)
Gerhard Merkel	7,395,772 (70.58%)	3,083,083 (29.42%)

In addition to the approval of the matters described above, on a vote by ballot, Smythe LLP, Chartered Professional Accountants, were re-appointed as the Company's auditors and the directors of the Company were authorized to fix the remuneration of the auditors.

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

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CEO Direct Line: +1 (416) 453-4708

For further information please contact:

Investor Relations

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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 Company and its business. 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. 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.