

FORM 51-102F3
Material Change Report
Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1. Name and Address of Company

Edgemont Gold Corp.
9th Floor - 1021 West Hastings Street
Vancouver, B.C. V6E 0C3

Item 2. Date of Material Change February 1, 2021

Item 3. News Release

The news release was disseminated on February 1, 2021 through the facilities of Newsfile and was SEDAR filed with the securities commissions of Alberta, British Columbia and Ontario.

Item 4. Summary of Material Change

On February 1, 2021 Edgemont Gold Corp. announced that it has agreed to a non-brokered private placement of 8,750,000 units at a price of \$0.20 per unit for gross proceeds of \$1,750,000. Each unit will be comprised of one common share and one half warrant, with each full warrant entitling the holder to purchase an additional common share at an exercise price of \$0.30 per share for a period of one year from the date of closing.

Edgemont has also agreed to retain Peak Investor Marketing Corp. (“Peak”), a full service provider of marketing and consulting services focused on the junior mining sector. Peak is an independent arms-length entity and will assist Edgemont with marketing strategy and planning, corporate communications and public relations with the goal of increasing market awareness of the company.

Item 5. Full Description of Material Change

Edgemont Gold Corp. has agreed to a non-brokered private placement of 8,750,000 units at a price of \$0.20 per unit for gross proceeds of \$1,750,000. Each unit will be comprised of one common share and one half warrant, with each full warrant entitling the holder to purchase an additional common share at an exercise price of \$0.30 per share for a period of one year from the date of closing. The net proceeds of this private placement will be used to fund drilling planned for this spring on the Company’s Dungate copper/gold porphyry project near Houston. B.C. and for working capital.

All securities to be issued with respect to this private placement will be subject to a hold period expiring four months and one day from the closing date of the placement, in accordance with applicable securities laws. Finder’s fees will be paid on a portion of this placement. Closing of the private placement is subject to final acceptance by the Canadian Securities Exchange (“CSE”).

Edgemont has also agreed to retain Peak Investor Marketing Corp. (“Peak”), a full service provider of marketing and consulting services focused on the junior mining sector. Peak is an independent arms-length entity and will assist Edgemont with marketing strategy and planning, corporate communications and public relations with the goal of increasing market awareness of the company. Under the terms of the Agreement, the Company will compensate Peak \$12,000 per month for the 12-month term of the Agreement and will also issue incentive stock options to Peak in accordance with CSE guidelines.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

N/A

Item 8. Executive Officer

Stuart Rogers
Telephone: (778) 239-3775

Item 9. Date of Report February 4, 2021