

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 17, 2021
- Item 3. News Release
- The news release was disseminated on February 17, 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 17, 2021 Edgemont Gold Corp. announce that it has increased the non-brokered private placement of 8,750,000 units announced on February 2, 2021 to 10,247,500 units at \$0.20 per unit, for gross proceeds to the Company of \$2,049,500. This placement has now closed, with all securities issued with respect to this private placement subject to a four month plus a day hold period expiring on June 18, 2021, in accordance with applicable securities laws.
- Item 5. Full Description of Material Change
- On February 17, 2021 Edgemont Gold Corp. announce that, due to demand, it has increased the non-brokered private placement of 8,750,000 units announced on February 2, 2021 to 10,247,500 units at \$0.20 per unit, for gross proceeds to the Company of \$2,049,500. This placement has now closed, with all securities issued with respect to this private placement subject to a four month plus a day hold period expiring on June 18, 2021, in accordance with applicable securities laws.
- Each unit is 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. Finder's fees in cash of \$99,330 have been paid on a portion of this placement along with the issuance of 496,650 finders' warrants. The finders' warrants have the same terms and conditions as the subscriber warrants issued under the offering.
- 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 17, 2021