

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 June 3, 2021

Item 3. News Release

The news release was disseminated on June 3, 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 June 3, 2021 Edgemont Gold Corp. announced that it has agreed to a non-brokered private placement of 2,000,000 flow through units at a price of \$0.335 per unit for gross proceeds of \$670,000. Each unit will be comprised of one flow-through common share and one half of a common share purchase warrant, with each full warrant entitling the holder to purchase an additional non-flow-through common share at an exercise price of \$0.35 per share for a period of one year from the date of closing.

The proceeds of this private placement will be used to extend the drill program scheduled this summer at Edgemont's Dungate copper/gold porphyry project near Houston. B.C.

Item 5. Full Description of Material Change

On June 3, 2021 Edgemont Gold Corp. announced that has agreed to a non-brokered private placement of 2,000,000 flow through units at a price of \$0.335 per unit for gross proceeds of \$670,000. Each unit will be comprised of one flow-through common share and one half of a common share purchase warrant, with each full warrant entitling the holder to purchase an additional non-flow-through common share at an exercise price of \$0.35 per share for a period of one year from the date of closing.

The proceeds of this private placement will be used to extend the drill program scheduled this summer at Edgemont's Dungate copper/gold porphyry project near Houston. B.C.

Common shares comprising part of the Units issued under this private placement will qualify as flow through shares under the Income Tax Act (Canada). The total funds received by the Company will be used to incur 'Canadian exploration expenses' that will qualify as 'flow through mining expenditures' under the Income Tax Act and will be renounced to the initial purchasers of the flow through shares.

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. A total of 160,000 finders warrants will be paid with respect to this placement. Closing of the private placement is subject to final acceptance by the Canadian Securities Exchange.

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| Item 6. | <u>Reliance on subsection 7.1(2) or (3) of National Instrument 51-102</u> | N/A |
| Item 7. | <u>Omitted Information</u> | N/A |
| Item 8. | <u>Executive Officer</u>

Stuart Rogers
Telephone: (778) 239-3775 | |
| Item 9. | <u>Date of Report</u> June 4, 2021 | |