

**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.**  
9<sup>th</sup> Floor - 1021 West Hastings Street  
Vancouver, B.C. V6E 0C3

Item 2. Date of Material Change June 23, 2021

Item 3. News Release

The news release was disseminated on June 23, 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 23, 2021 Edgemont Gold Corp. announced that it had increased and closed the previously announced non-brokered private placement of 2,100,000 flow through units at \$0.335 per unit for gross proceeds of \$703,500. All securities issued with respect to this private placement are subject to a four month plus a day hold period expiring on October 24, 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 \$0.35 per share for a period of one year from the date of closing. The Company issued 160,000 finder warrants with respect to a portion of this placement, with no cash finder's fees having been paid. The finder warrants have the same terms and conditions as the subscriber warrants issued under the offering.

Item 5. Full Description of Material Change

On June 23, 2021 Edgemont Gold Corp. announced that it had increased and closed the previously announced non-brokered private placement of 2,100,000 flow through units at \$0.335 per unit for gross proceeds of \$703,500. All securities issued with respect to this private placement are subject to a four month plus a day hold period expiring on October 24, 2021 in accordance with applicable securities laws.

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The proceeds of this private placement will be used to fund the drill program scheduled to start in July at Edgemont's Dungeness 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.

- 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 July 2, 2021