

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Element79 Gold Corp. (the “Company”)
1100 – 1111 Melville Street
Vancouver, B.C. V6E 3V6

Item 2 - Date of Material Change

July 28, 2023

Item 3 News Release

A news release was issued and disseminated to the markets on July 20, 2023 through the services of The NewsWire and was subsequently filed on SEDAR (www.sedar.com) and with the CSE.

Item 4 Summary of Material Change

The Company completed the shares for debt transaction and issued 2,125,000 Common Shares at a deemed price of \$0.05.

Item 5 Full Description of Material Change

Element79 Gold Corp., on completion of Shares for Debt agreements with certain creditors, issued a total of 2,125,000 common shares in the Company in settlement of outstanding debts in the amount of \$106,250. The shares are subject to a regulatory hold period.

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

The following senior officer of the Company is knowledgeable about the material change and this report:

James Tworek, Chief Executive Officer
Email: jt@element79gold.com
Phone: 403-850-8050

Item 9 Date of Report

July 28, 2023