

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company

Ashley Gold Corp. (“Ashley” or the “Company”)
Suite 820 – 1130 West Pender Street
Vancouver, British Columbia V6E 4A4

ITEM 2 Date of Material Change

September 26, 2022

ITEM 3 News Release

The news release was disseminated and filed on SEDAR on September 27, 2022.

ITEM 4 Summary of Material Change

Ashley announced details on its Santa Maria property and closing of its first tranche financing.

ITEM 5.1 Full Description of Material Change

See attached Schedule “A”.

ITEM 5.2 Disclosure for Restructuring Transactions

Not Applicable

ITEM 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

No significant facts remain confidential in, or no information has been omitted from, this report.

ITEM 8 Executive Officer

Further information relating to this Material Change Report may be obtained from:

George Stephenson, President, CEO and Director
Phone: (403) 816-2262

ITEM 9 Date of report:

September 27, 2022

The foregoing accurately discloses the material change referred to in this report.

SCHEDULE "A"



FOR IMMEDIATE RELEASE
 CALGARY, ALBERTA
 September 27, 2022

ASHLEY GOLD CORP INCREASES FOOTPRINT AT SANTA MARIA AND ANNOUNCES CLOSING OF FIRST TRANCHE OF FINANCING

Ashley Gold Corp. (CSE: "ASHL") ("Ashley" or the "Company") is pleased to announce it has purchased a 26 claim block (546 hectares) located SE of Dryden, Ontario, (the "Property").

George Stephenson, President of Ashley, commented, "The Property" acquisition provides a contiguous area play with additional excellent exploration opportunities which allows Ashley to expand its footprint of our own known highly prospective mining area, the "Santa Maria". Our land position of the Santa Maria is now 1554 hectares (3840 acres).

The property is located approximately 40 km southeast of Dryden, Ontario and about 10 km south of the Trans-Canada Highway #17.

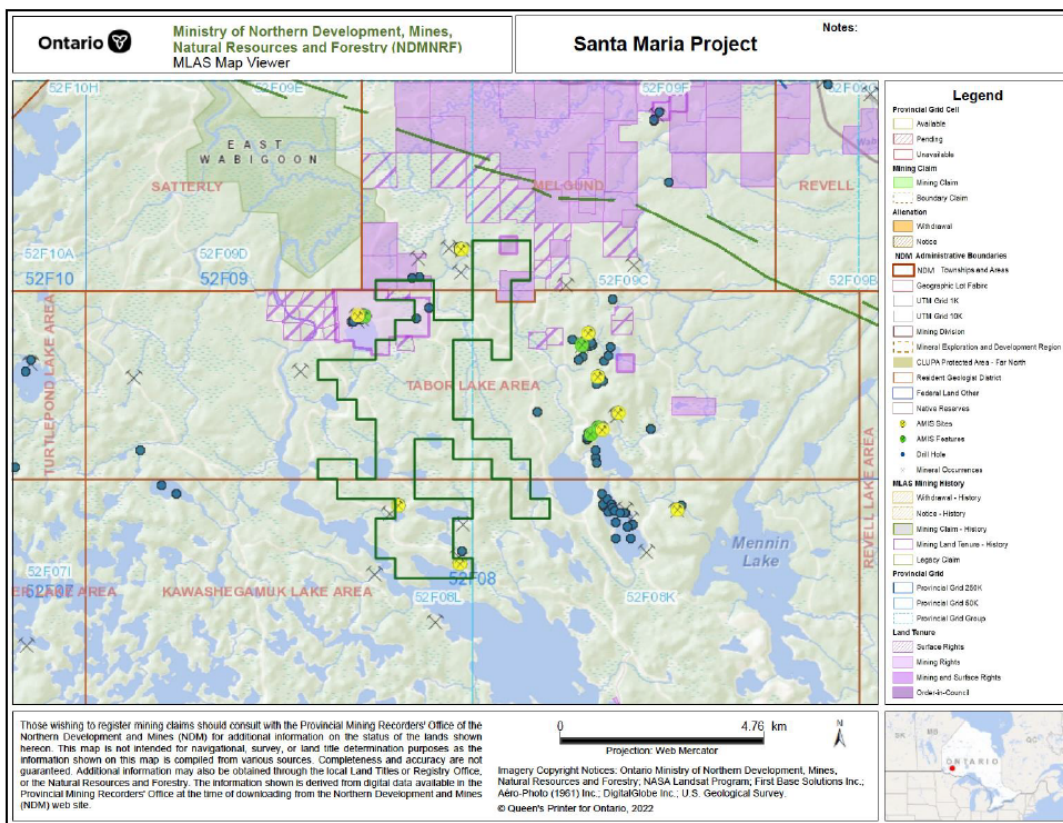


Figure 1 – Combined footprint of Ashley’s Santa Maria Project after acquisition.

1130 West Pender Street, Suite 820, Vancouver, BC, V6E 4A4
 +1 403 829-9877 | ashleygoldcorp.com

THE AGREEMENT

Pursuant to the Agreement, Ashley has paid \$2,400 for a 100% interest in the “Property”. There are no royalties attached the property.

FINANCING

Ashley has closed its first tranche of its previously announced \$250,000 non-brokered private placement of units (“Units”) for gross proceeds of CDN\$79,200. (the “Offering”). The first tranche was comprised of 792,000 non-flow through units, totaling \$79,200 (the “Non-Flow Through Units”). The Non-Flow Through Units were priced at \$0.10 and were comprised of one common share and one common share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of \$0.20 for a period of 24 months.

The Company paid a total of \$3,536 in finders fees associated with the Offering and issued 35,360 finder warrants with an exercise price of \$0.10 expiring 24 months from the closing date of the Offering. All securities issued under the Offering are subject to a statutory four month hold period.

The gross proceeds from the sale of the Non-Flow Through Shares will be used to for exploration work on the Santa Maria Property and general working capital.

ABOUT ASHLEY GOLD

Ashley Gold is focused on creating substantive long-term value for its shareholders through the discovery and development of world class gold deposits. Ashley currently holds an option to earn 100% interest in the Ashley Mine Project, subject to a 2% royalty. In addition, Ashley has acquired 100% of the Santa Maria subject to a 1.75% royalty. Ashley is actively searching for additional high potential gold properties to add to its portfolio.

Ashley Gold Corp. is an early-stage natural resource company engaged primarily in the acquisition, exploration, and if warranted, development of mineral properties. The Corporation’s objective is to conduct efficient and economical exploration on its growing portfolio of high-quality gold projects, currently focused in northeastern and northwestern Ontario within the western Abitibi and the Eagle-Wabigoon-Manitou Lakes Greenstone Belts.

On behalf of the Board of Directors:

Mr. George Stephenson, CEO and President
(403) 816-2262
gstephenson@ashleygoldcorp.com

Mr. Darcy Christian, Vice President, Operations
(587) 777-9072
dchristian@ashleygoldcorp.com

For further information, please visit: www.ashlevgoldcorp.com

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

DISCLAIMER & FORWARD-LOOKING STATEMENTS

This news release includes certain “forward-looking statements” which are not comprised of historical facts. Forward-looking statements are based on assumptions and address future events and conditions, and by their very nature involve inherent risks and uncertainties. Although these statements are based on currently available information, Ashley Gold Corp. provides no assurance that actual results will meet management’s expectations. Factors which cause results to differ materially are set out in the Company’s documents filed on SEDAR. Undue reliance should not be placed on “forward looking statements”.

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