

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Great Eagle Gold Corp. (the "Company" or "Great Eagle")
c/o Suite 501, 3292 Production Way
Burnaby, B.C.
V5A 4R4

2. Date of Material Change:

February 13, 2024

3. News Release:

The news release with respect to the material change was disseminated through Newsfile on February 13, 2024 and filed on the SEDAR website at www.sedarplus.ca.

4. Summary of Material Change:

The Company announced the appointments of Robert Seguin to its Board of Directors and Gary Harbottle as its Corporate Secretary. These appointments mark significant enhancements to Great Eagle's leadership team.

5. Full Description of Material Change:

5.1 Full Description of Material Change

See attached Schedule "A" for further details regarding the news release disseminated.

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Andrew Fletcher, President and Director
Telephone: +57 312 701 5220

9. Date of Report:

February 26, 2024

SCHEDULE "A"



Great Eagle Gold Corp. (CSE: GEGC | FRA: GI8) Welcomes Robert Seguin to Board of Directors and Gary Harbottle as Corporate Secretary

Burnaby, BC – February 13, 2024 – Great Eagle Gold Corp. (CSE: GEGC | FRA: GI8) is pleased to announce the appointments of Robert Seguin to its Board of Directors and Gary Harbottle as its Corporate Secretary. These appointments mark significant enhancements to Great Eagle's leadership team.

Robert Seguin has joined the Board as an independent director, bringing with him a profound institutional sales background garnered over more than 25 years of distinguished service. Robert's career is extensive and varied, having held positions with major global financial institutions such as JP Morgan, Bank of Tokyo, Royal Bank of Canada, and with brokerage firms including Midland Walwyn Capital, Yorkton Securities, Hampton Securities, and National Bank Financial. His work has spanned several of the world's financial capitals, including Milan, London, Geneva, Toronto, and Montreal.

Robert's expertise is not limited to institutional sales; he has also made significant contributions in strategic management consulting, cross-border M&A, and investor relations, serving as a partner in specialized boutiques in Italy and Canada. As the founder and managing partner of Westmount Capital, a boutique financial firm based in Geneva, Switzerland, Robert has excelled in connecting corporate clients with a vast network of fund managers, asset managers, bankers, and family offices, significantly impacting the investment community.

Since 1996, Robert and his team have been instrumental in organizing corporate roadshows across Europe, facilitating direct engagement between CEOs and investors, thereby fostering long-term investment relationships through private placements in equity and structured debt.

Gary Harbottle brings over 30 years of extensive experience to his new role as Corporate Secretary at Great Eagle Gold Corp. During his tenure from 1987 to 2001, he held various key positions within Seabridge Gold Inc. (NYSE: SA), the original green gold pioneer, and its predecessor companies, including significant roles in Corporate Secretary and Chief Financial Officer. Notably, he played an instrumental part in the strategic development and growth of the company during its formative years, including naming the company Seabridge Resources, which was subsequently changed to Seabridge Gold. Gary has demonstrated expertise in administration, accounting, and regulatory compliance within the mining industry, serving with distinction in several publicly traded mining companies across Canada and the United States.

Chris Hansen, Chairman of the Board of Great Eagle, stated, "The addition of Robert Seguin and Gary Harbottle to our team marks a pivotal moment for Great Eagle Gold Corp. Robert's extensive network and deep understanding of the European institutional investor landscape, combined with Gary's financial and regulatory compliance expertise, is exactly what we need to propel our company forward."

"Following our recent listing on the Frankfurt Stock Exchange (FRA: GI8), we are now ready to introduce Great Eagle to the European institutional investor audience, and Robert and his Westmount Capital team are expected to be key in advancing our growth and success," added Hansen.

About Great Eagle Gold Corp.

Great Eagle Gold Corp. (CSE: GEGC I FRA: GI8), a Canadian public company, aims to be a leading digital green gold miner. Its unique strategy involves developing and acquiring certified gold resources to exchange into digital green gold tokens. By keeping the gold secured in the ground while tokenizing and monetizing its value, Great Eagle Gold Corp. introduces an innovative, ESG-friendly approach to wealth creation in the traditional gold mining industry.

Great Eagle Gold's inaugural gold resource development project is situated in Colombia's second-largest gold-producing region, Bajo Cauca. Hacienda Río Rayo encompasses three fully permitted exploration and production concessions, hosting nine active alluvial gold mining operations with an average monthly output of approximately 35 kilograms. The total area covered by these three concessions is 2,523 hectares. Despite its rich history of gold production, this extensive area has never undergone modern exploration or certification of gold resources. Identifying and quantifying this untapped potential is Great Eagle Gold's primary focus. Moreover, Colombia is anticipated to be the first country to enact green gold legislation, as championed by the International Green Gold Council, thus pioneering the way for a thriving green gold tokenization industry.

Besides its Colombian project, Great Eagle Gold's global acquisition strategy targets existing mining titles with NI 43-101 certified gold resources. This approach is in anticipation of a wave of green gold legislation, which is expected to open tokenization opportunities worldwide.

Great Eagle Gold Corp.

Andrew Fletcher, President & CEO

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Neither the Canadian Securities Exchange (the "CSE") nor the Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.

This news release includes certain statements that may be deemed “forward-looking statements” within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to Great Eagle’s operations and green gold mining initiatives, its Colombian property exploration and development plans, expansion plans, estimates, expectations, forecasts, objectives, predictions and projections of the future. Specifically, this news release contains forward looking statements with respect to Great Eagle’s proposed operations, acquiring and developing certified green gold resources and their tokenization, and the receipt of required approvals. Generally, forward-looking statements can be identified by the forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “projects”, “intends”, “anticipates”, or “does not anticipate”, or “believes”, or “variations of such words and phrases or state that certain actions, events or results “may”, “can”, “could”, “would”, “might”, or “will” be taken”, “occur” or “be achieved”. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Great Eagle to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the exploration and development and operation of Great Eagle’s projects, the actual results of current exploration, development activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future precious metals prices, as well as those factors discussed in the sections relating to risk factors of our business filed in Great Eagle’s required securities filings on SEDAR+. Although Great Eagle has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.