

**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, BC V5A 4R4

**2. Date of Material Change**

October 29, 2024

**3. News Release**

The news release with respect to the material change was disseminated through Stockwatch on October 29, 2024 and filed on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

**4. Summary of Material Change**

The Company announced that it was unable to file its annual financial statements, management's discussion and analysis and the required certifications (the "**Annual Filings**") on or before the prescribed filing deadline of October 28, 2024 (the "**Annual Filing Deadline**") as required by National Instrument 51-102 – *Continuous Disclosure Obligations*, and National Instrument 52-109 – *Certification of Disclosure in Issuer's Annual and Interim Filings*, respectively.

Subsequent to the year ended June 30, 2024, the Company appointed a new auditor. The Company and the auditor have been diligently working to complete the Annual Filings, however, the Company was not able to make the required filings by the Annual Filing Deadline. The Company believes that the Annual Filings will be completed by early November, 2024, at which time we will be able to finalize and file the Annual Filings.

As a result, the Company filed an application to the British Columbia Securities Commission to approve a temporary management cease trade order ("**MCTO**") under National Policy 12-203 – *Management Cease Trade Orders* ("**NP 12-203**"). The MCTO was granted, effective October 29, 2024 prohibiting trading in securities of the Company by the CEO, Andrew Ross Fletcher and CFO, Gary Bruce Harbottle.

The Company expects to file the Annual Filings by early November, 2024. The MCTO will be in effect until the Annual Filings are filed. The Company confirms that it will comply with the alternative information guidelines included in NP 12-203 so long as the Annual Filings are outstanding.

**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) of National Instrument 51-102**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

Andrew Fletcher, President and Director  
Telephone: (778) 372-9723

**9. Date of Report**

October 29, 2024

## SCHEDULE "A"



**FOR IMMEDIATE RELEASE**

### **GREAT EAGLE ANNOUNCES APPLICATION FOR A MANAGEMENT CEASE TRADE ORDER**

Vancouver, BC, October 29, 2024 – Great Eagle Gold Corp. (“**Great Eagle**” or the “**Company**”) (CSE: GEGC | OTC: GEGCF | FRA: GI8), announces that it was unable to file its annual financial statements, management’s discussion and analysis and the required certifications (the “**Annual Filings**”) on or before the prescribed filing deadline of October 28, 2024 (the “**Annual Filing Deadline**”) as required by National Instrument 51-102 – *Continuous Disclosure Obligations*, and National Instrument 52-109 – *Certification of Disclosure in Issuer’s Annual and Interim Filings*, respectively.

Subsequent to the year ended June 30, 2024, the Company appointed a new auditor. The Company and the auditor have been diligently working to complete the Annual Filings, however, the Company was not able to make the required filings by the Annual Filing Deadline. The Company believes that the Annual Filings will be completed by early November, 2024, at which time we will be able to finalize and file the Annual Filings.

As a result, the Company filed an application to the British Columbia Securities Commission to approve a temporary management cease trade order (“**MCTO**”) under National Policy 12-203 – *Management Cease Trade Orders* (“**NP 12-203**”). The MCTO was granted, effective October 29, 2024 prohibiting trading in securities of the Company by the CEO, Andrew Ross Fletcher and CFO, Gary Bruce Harbottle.

The Company expects to file the Annual Filings by early November, 2024. The MCTO will be in effect until the Annual Filings are filed. The Company confirms that it will comply with the alternative information guidelines included in NP 12-203 so long as the Annual Filings are outstanding.

**Great Eagle Gold Corp. (CSE: GEGC | OTC: GEGCF | FRA: GI8)**, a Canadian public company also listed in the United States and Germany, is the world’s premier NatGold miner. Championed by Abu Dhabi-based NatGold Digital Ltd., NatGold represents a pioneering fusion of gold’s timeless wealth protection, ESG principles, and digital asset innovation. This positions NatGold at the forefront of a super-trend that merges these three global investment trends into one unparalleled real-world asset-backed investment opportunity. NatGold captures gold’s intrinsic value via a novel, legislatively supported, ESG-friendly digital mining process instead of traditional physical extraction.

Great Eagle’s unique strategy focuses on acquiring NI 43-101 certified gold resources to digitally mine into NatGold coins within the cutting-edge NatGold tokenization and monetization ecosystem, operated by NatGold Digital. This approach allows Great Eagle to adopt an innovative, ESG-friendly method to monetize gold’s intrinsic value. The company’s immediate focus is on acquiring tokenization-ready U.S. Patented Land Claims containing NI 43-101 certified gold resources while maintaining an eye on global legislative moves that will make global expansion viable. For more information, visit [www.greateaglegold.com](http://www.greateaglegold.com).

On behalf of the board,

**Andrew Fletcher, CEO & Director**

Great Eagle Gold Corp.  
+1 (778) 372-9723

**INVESTOR INQUIRIES:**  
+1 (778) 372-9723

**Disclaimer for Forward-Looking Information**

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the Company. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to the expectation that it can file its audited financial statements, MD&A and related documents by early November, 2024. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including risks related to factors beyond the control of the Company. Further, the ongoing labour shortages, high energy costs, inflationary pressures, rising interest rates, the global financial climate and conflicts in Ukraine and Palestine and surrounding regions are some additional factors that are affecting current economic conditions and increasing economic uncertainty, which may impact the operating performance, financial position, and future prospects of Gold Eagle. Collectively, the potential impacts of this economic environment pose risks that are currently indescribable and immeasurable. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. Gold Eagle disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**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.**