

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 31, 2024

3. News Release:

The news release with respect to the material change was disseminated through Newsfile on October 31, 2024 and filed on the SEDAR+ website at www.sedarplus.ca.

4. Summary of Material Change:

The Company appointed Michelle Ash to its board of directors and as Chairwoman of the Board. Chris Hansen has stepped down as Chairman of the Board but will continue to serve as a director.

The Company also announced the resignation of Laura Pacheco as a director of the Company.

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: +57 312 701 5220

9. Date of Report:

November 7, 2024

SCHEDULE "A"



G R E A T E A G L E G O L D

Great Eagle Gold Corp. Appoints Mining Innovator Michelle Ash as a Director and Chairwoman of the Board and Announces Investor Information Webinar

Burnaby, BC – October 31, 2024 – Great Eagle Gold Corp. ("Great Eagle" or the "Company") (CSE: GEGC | OTC: GEGCF | FRA: GI8) is pleased to announce the appointment of Michelle Ash as a director and Chairwoman of the Board, effective immediately. Mrs. Ash succeeds Chris Hansen, who will continue to serve as a Director on the Board. Concurrently, Laura Pacheco has resigned from her position on the Board of Directors and the Company wishes to thank Ms. Pacheco for her services as a Board member.

Michelle Ash is a senior executive with extensive expertise in strategy development, technology transformation, and innovation across the mining and manufacturing sectors. Renowned for her leadership in driving digital transformation and organizational change, she has spearheaded major initiatives in turnarounds, acquisitions, and mergers, prioritizing stakeholder engagement to achieve lasting impact.

Michelle's career spans multiple industries, including iron ore, base metals, coal and gold mining, as well as paper, PVC, and FMCG manufacturing. She is widely recognized for her capabilities in disruptive innovation, asset management, project development, and engineering, with a reputation for fostering leadership and operational excellence.

Across Michelle's distinguished 30+ year career in mining, she has held executive roles including Chief Operating Officer at Acacia Mining, led strategic initiatives at Minerals and Mining Group, and continues to serve on the boards of several prominent companies. Previously, as Chief Innovation Officer at Barrick Gold Corporation, she spearheaded transformative efforts to tackle critical challenges in the gold mining industry. Since 2017, Michelle has been a prominent advocate and keynote speaker on digital mining, driving innovations that capture gold's investment value in an environmentally, socially, and financially responsible manner.

Andrew Fletcher, CEO and Director of Great Eagle Gold Corp., commented, "We are thrilled to welcome Michelle Ash as Chairwoman of Great Eagle's Board. Michelle's extensive background in digital mining and her pioneering role as the gold mining industry's first ever Head of Innovation at Barrick Gold underscore her exceptional leadership in sustainable mining. Her expertise in advancing blockchain technologies to digitally mine gold's value—without the extensive environmental, social, and financial costs associated with traditional mining—not only aligns perfectly with Great Eagle's mission but also signals a strong vote of confidence in the mining fundamentals of the NatGold Token and Great Eagle Gold's ability to create the first real

ESG-friendly gold asset class. Her vision and experience will be invaluable as we drive the NatGold initiative forward.”

To offer greater insight into its strategic vision and ongoing initiatives, the Company will host an **Investor Information Webinar on November 7, 2024, at 2:00 P.M. EST**. Attendees can expect updates on Great Eagle’s progress in tokenizing certified in-ground gold resources and advancements within the NatGold ecosystem. [Click Here to Reserve Your Seat](#).

Great Eagle Gold Corp. (CSE: GEGC | OTC: GEGCF | I FRA: GI8), a Canadian public company also listed in the United States and Germany, is pioneering a revolutionary shift in digital mining, transforming how the global gold mining industry captures gold’s intrinsic value. Through a novel blockchain-based digital mining process, Abu Dhabi-based NatGold Digital Ltd. provides an ESG-friendly, regulatory-compliant way to invest in gold, eliminating the significant environmental, social, and financial costs associated with conventional gold mining.

Great Eagle’s strategy is distinct in its focus on the supply side of the NatGold ecosystem, acquiring NI 43-101 certified gold resources to be digitally mined into NatGold coins through a title swap process that aligns with NatGold Digital Ltd.’s stringent token integrity standards. Together, Great Eagle and NatGold Digital stand at the intersection of three powerful global investment trends: gold, ESG investing, and the tokenization of real-world assets. For more information, visit www.greateaglegold.com.

On behalf of the board,

Andrew Fletcher, CEO & Director
Great Eagle Gold Corp.
+1 (778) 372-9723

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 the acquisition of NI 43-101 certified gold resources, the ability to digitally mine NatGold coins, the viability of the NatGold tokenization and monetization ecosystem, 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 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.