

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Galloper Gold Corp. (the "**Company**")
Suite 900 – 885 West Georgia Street
Vancouver, BC V6C 3H1

Item 2 Date of Material Change

February 29, 2024

Item 3 News Release

The news release was disseminated on February 29, 2024 through Accesswire.

Item 4 Summary of Material Change

The Company announced that the Company's common shares are approved for listing on the Canadian Securities Exchange (the "**CSE**") effective March 1, 2024 (the "**Listing Date**") and will commence trading on the CSE at the market open on the Listing Date under the symbol "**BOOM**". "

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that the Company's common shares are approved for listing on CSE effective March 1, 2024 and will commence trading on the CSE at the market open on the Listing Date under the symbol "**BOOM**". ""

On January 30, 2024, Galloper was issued a receipt (the "**Receipt**") for its final long-form prospectus dated January 25, 2024 (the "**Prospectus**"), which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

As of the Listing Date, Galloper has 30,309,052 shares outstanding and 2,583,334 warrants outstanding, with each warrant being convertible into one share at an exercise price of \$0.15 until November 1, 2024. An aggregate of 1,533,335 shares and 433,334 warrants are subject to escrow restrictions pursuant to National Policy 46-201 whereby 10% are released on the Listing Date and an additional 15% will be released on the dates that are 6, 12, 18, 24, 30 and 36 months after the Listing Date. ""

See attached new release with respect to the matter described above.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Mark Scott, CEO
Telephone: 778.655.9266

Item 9 Date of Report

March 1, 2024



GALLOPER
GOLD

CSE: **BOOM**
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GALLOPER GOLD CORP. ANNOUNCES LISTING AND TRADING OF ITS COMMON SHARES ON THE CANADIAN SECURITIES EXCHANGE

VANCOUVER, BC – February 29, 2024 – Galloper Gold Corp. (CSE: BOOM) (the “**Company**” or “**Galloper**”), a corporation involved in mineral exploration in Newfoundland, is pleased to announce that the Company’s common shares are approved for listing on the Canadian Securities Exchange (the “**CSE**”) effective March 1, 2024 (the “**Listing Date**”) and will commence trading on the CSE at the market open on the Listing Date under the symbol “**BOOM**”.

On January 30, 2024, Galloper was issued a receipt (the “**Receipt**”) for its final long-form prospectus dated January 25, 2024 (the “**Prospectus**”), which is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

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Galloper Gold Corp.

Galloper is focused on mineral exploration in the Central Newfoundland Gold Belt with its Glover Island and Mint Pond properties, each prospective for gold and base metals. The Glover Island Property consists of 532 mining claims totaling 13,300 hectares, while Mint Pond consists of 499 claims totaling 12,475 hectares.

For more information please visit www.GalloperGold.com and the Company’s profile on SEDAR+ at www.sedarplus.ca.

ON BEHALF OF THE BOARD

“Mark Scott”

Mark Scott

Chief Executive Officer

For further information, please contact:

Email: info@gallopergold.com

Telephone: 778-655-9266

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

Forward Looking Statements

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such forward-looking statements in this news release include, but are not limited to, statements regarding the trading of the Shares on the CSE, the exploration of the Company’s Glover Island and Mint Pond properties, and the Company’s plans for development of its business. 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, including the risks that the Shares may not become listed on the CSE and that the Company’s business may not develop as set out in this news release. 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. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company 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.