

**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**

July 10, 2024

**Item 3 News Release**

The news release was disseminated on July 10, 2024 through Accesswire.

**Item 4 Summary of Material Change**

The Company announced that it has completed its previously announced non-brokered private placement (the “**Offering**”), as described in its news release of May 23, 2024, pursuant to which it has issued an aggregate of 10,000,000 units (each, a “**Unit**”) at a price of \$0.08 per Unit, for aggregate gross proceeds of \$800,000. Due to increased interest, the size of the Offering was increased from \$750,000, the amount initially anticipated in the news release of May 23, 2024.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company announced that it has completed its previously announced Offering as described in its news release of May 23, 2024, pursuant to which it has issued an aggregate of 10,000,000 Units at a price of \$0.08 per Unit, for aggregate gross proceeds of \$800,000. Due to increased interest, the size of the Offering was increased from \$750,000, the amount initially anticipated in the news release of May 23, 2024.

Each Unit comprises one common share in the capital of the Company (each, a “**Share**”) and one half of one non-transferable share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share in the capital of the Company (each, a “**Warrant Share**” and collectively with the Units, Shares and Warrants, the “**Securities**”) for a period of 24 months from the closing date at an exercise price of \$0.15 per Warrant Share, subject to the Acceleration Provision (as defined below). If the daily trading price of the Shares on the Canadian Securities Exchange (“**Exchange**”) (or such other exchange on which the Shares may be traded at such time) is \$0.25 or greater per Share for ten (10) consecutive trading days, the Company, within five days of such event, may accelerate the expiry date of the Warrants by giving notice via news release to the holders thereof and, in such case, the Warrants will expire on the first day that is 30 calendar days after the date on which the news release is disseminated by the Company (the “**Acceleration Provision**”).

The Company paid cash finder’s fees of an aggregate of \$14,694.40 and issued an aggregate of 183,680 share purchase warrants (each, a “**Finder’s Warrant**”) to certain finders in connection with the closing of the Offering. Each Finder’s Warrant is exercisable into one Share (each, a “**Finder’s Warrant Share**”) at a price of \$0.15 per Finder’s Warrant Share for a period of 24 months from the date of issuance, subject to the Acceleration Provision.

The Company intends to use the aggregate gross proceeds for general and administrative purposes and marketing and investor relations expenses, and may, if warranted, be used for further exploration of the company’s mineral exploration projects.

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**

July 11, 2024