

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 15, 2024

Item 3 News Release

The news release was disseminated on July 22, 2024 through Accesswire.

Item 4 Summary of Material Change

The Company announced that it has entered into an agreement (the “**IR Agreement**”) with MarketSmart Communications Inc. (“**MarketSmart**”) pursuant to which MarketSmart will provide investor relations services to the Company for an initial term of 12 months (the “**Initial Term**”), with an option for renewal.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has entered into the IR Agreement with MarketSmart pursuant to which MarketSmart will provide investor relations services to the Company for the Initial Term.

The Company will pay MarketSmart a fee of \$7,500 per month, plus applicable taxes, for the duration of the Initial Term. The Company will also grant MarketSmart stock options to purchase 300,000 common shares of the Company at a price to be determined within 30 days of the effective date of the agreement (being July 15, 2024), subject to the Company obtaining the required regulatory, Canadian Securities Exchange (“**CSE**”), and corporate approvals. As of the date hereof, the Company has not granted any stock options to MarketSmart in connection with the IR Agreement. The options will be granted in accordance with the Company’s stock option plan and will vest quarterly over one year.

The IR Agreement is for the provision of certain services included but not limited to providing shareholder and investor communication services, introducing the Company to national and international brokerage houses, assisting with advertising and other public relations programs being implemented by the Company, acting in a liaison capacity between the directors and officers of the Company and market makers, brokers, agents, and the shareholders of the Company, and such other additional services as may be mutually agreed upon by the Company and MarketSmart. MarketSmart will utilize various platforms in the provision of the services, including MarketSmart’s website, social media, media interviews, and other such platforms.

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 24, 2024