

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

August 30, 2024

Item 3 News Release

The news release was disseminated on August 30, 2024 through Accesswire.

Item 4 Summary of Material Change

The Company announced that it has entered into a purchase agreement (the “**Agreement**”) with a third-party vendor (the “**Vendor**”) to acquire additional mining claims in Newfoundland as part of its continued exploration efforts (the “**Acquisition**”).

The Company also announced that it has entered into an agreement with David Kean (the “**Consultant**”) pursuant to which the Consultant will provide investor relations (IR) services to the Company for an initial term of seven (7) months beginning September 1, 2024, which may be extended by mutual agreement between the parties.

The Company further announced the granting of an aggregate of 3,500,000 stock options of which 2,700,000 will be granted to directors and officers of the Company with an exercise price of \$0.12 per share and will expire after 5 years and shall vest immediately.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has entered into an Agreement with the Vendor to acquire additional mining claims in Newfoundland as part of its continued exploration efforts.

Pursuant to the Agreement, the Company has agreed to purchase from the Vendor four (4) exploration licenses comprising 16 claims in Newfoundland. As consideration, the Company will pay the Vendor an aggregate of CAD\$45,000 cash and issue to the Vendor 800,000 Company common shares. The Acquisition is subject to the Canadian Securities Exchange (CSE) having no objection.

The claims are on Glover Island and are contiguous to the Company’s current holdings at its Glover Island Property.

The Company also announced that it has entered into an agreement with the Consultant pursuant to which the Consultant will provide investor relations (IR) services to the Company for an initial term of seven (7) months beginning September 1, 2024, which may be extended by mutual agreement between the parties.

The Company will pay the Consultant a fee of \$3,500 per month, plus applicable taxes. The Consultant will also be granted stock options to purchase 100,000 common shares of the Company with an exercise price of CAD \$0.12 per share. The options will be subject to terms of the Company’s equity incentive plan and will expire twelve (12) months from the date of issuance.

The investor relations agreement and grant of stock options are subject to the Canadian Securities Exchange (CSE) having no objection.

The Company further announced the granting of an aggregate of 3,500,000 stock options of which 2,700,000 will be granted to directors and officers of the Company with an exercise price of \$0.12 per share and will expire after 5 years and shall vest immediately. A total of 800,000 stock options (including those to be issued to the Consultant as described above) have been granted to consultants with an exercise price of \$0.12 whereby 300,000 options will expire after 24 months and 500,000 options will expire after 12 months and will be subject to vesting provisions. The stock options are subject to the policies of the Canadian Securities Exchange, applicable securities laws and the terms of the Company's equity incentive plan.

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**

September 4, 2024