

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Gold Digger Resources Inc. (the "**Company**")
9825 – 203B Street
Langley, BC V1M 2L9

ITEM 2. DATE OF MATERIAL CHANGE

November 2, 2022

ITEM 3. NEWS RELEASE

Issued on November 2, 2022 and distributed through the facilities of Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed its initial public offering (the "**Offering**") of an aggregate of 3,000,000 common shares of the Company (the "**Common Shares**") at a price of \$0.25 per Common Share (the "**Offering Price**") for aggregate gross proceeds of approximately \$750,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has closed the Offering of an aggregate of 3,000,000 Common Shares at a price of \$0.25 per Common Share for aggregate gross proceeds of approximately \$750,000.

Pursuant to an agency agreement dated August 9, 2022, Leede Jones Gable Inc. (the "**Agent**") acted as agent on a commercially reasonable efforts basis in respect of the Offering and received a cash commission in the amount of \$67,500 and a corporate finance fee in consideration for its services. In addition, the Company issued to the Agent and certain of its sub-agents an aggregate of 270,000 non-transferable agent's options to purchase Common Shares (the "**Agent's Options**"). Each Agent's Option is exercisable until November 2, 2024 at an exercise price of \$0.25 per Common Share.

Proceeds of the Offering will be applied to finance the Company's exploration work and for working capital purposes.

Gold Digger is also pleased to announce that it has received approval of its application to list its Common Shares on the Canadian Securities Exchange (the "**Exchange**"). The Company's Common Shares were listed on the Exchange on November 1, 2022 and immediately halted pending closing of the Offering. The Common Shares commenced trading on the Exchange on November 3, 2022 under the trading symbol "GDIG".

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Allan Bezanson, Chief Executive Officer and President
Telephone: (416) 427-4505

ITEM 9. DATE OF REPORT

November 14, 2022