

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

**ITEM 1 — Name and Address of Company**

KO Gold Inc. (the “Company”)  
217 Queen Street West, Suite 401  
Toronto, ON M5V 0R2

**ITEM 2 — Date of Material Change**

April 2, 2024

**ITEM 3 — News Release**

A news release with respect to the material change was disseminated on April 2, 2024 and was filed on SEDAR+, posted to the Company’s disclosure hall with the Canadian Securities Exchange and disseminated through the facilities of through the facilities of Stockhouse.

**ITEM 4 — Summary of Material Change**

The Company entered into an investor relations agreement dated April 1, 2024 with Chad Levelsque Consulting (“CLC”), whereby CLC will provide corporate and communications services to the Company, in consideration for an aggregate amount of \$5,000 per month in cash, the reimbursement of reasonable and standard travel and other expenses incurred by CLC in connection with the services performed and the issuance of 150,000 stock options having an exercise price of \$0.45 and expiring on April 1, 2026.

The Company appoints Leah Dionne as Corporate Secretary of the Company effective immediately, following the departure of Carly Burk.

**ITEM 5 — Full Description of Material Change**

For a full description, please see news release dated April 2, 2024, attached to this Material Change Report.

**ITEM 6 — Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**ITEM 7 — Omitted Information**

Not applicable.

**ITEM 8 — Executive Officer**

Greg Isenor, CEO, Tel: 902-832-5555

**ITEM 9 — Date of Report**

April 10, 2024



## **KO Gold Announces Investor Relations Agreement and Appointment of Corporate Secretary**

**Toronto, Ontario – April 2, 2024** – KO Gold Inc. (CSE:KOG) ("**KO Gold**" or the "**Company**") announces that it has entered into an investor relations agreement (the "Agreement") dated April 1, 2024, with Chad Levesque Consulting ("CLC"), an arm's length party to the Company. Pursuant to the Agreement, CLC has agreed to provide corporate and communications services to the Company, in consideration for an aggregate amount of \$5,000 per month in cash, the reimbursement of reasonable and standard travel and other expenses incurred by CLC in connection with the services performed thereunder and the issuance of 150,000 stock options having an exercise price of \$0.45 and expiring on April 1, 2026. The stock options shall vest over 12 months with no more than 1/4 of the options vesting in any 3-month period, in accordance with the terms of the Company's stock option plan. The term of the Agreement is for a period of one year (the "Initial Term"); following completion of the Initial Term either Ko Gold or CLC may terminate the Agreement with 30 days' notice. CLC's business address is 27 Gillingham Cres. Prince Albert, SK S6X 0A5, email: ChadLevesqueConsulting@gmail.com, telephone: Cell - 1-306-981-4753 / Office 1-306-763-3068. Other than the stock options issued in connection with the Agreement, CLC owns nil securities of the Company.

The Company is also pleased to announce the appointment of Leah Dionne as Corporate Secretary of the Company effective immediately, following the departure of Carly Burk.

Leah Dionne is the Managing Director of Corporate Advisory Services for De Novo Group, a leading Vancouver corporate administration and financial reporting firm. Mrs. Dionne has 17 years' collective experience working in leading Canadian law firms, and for publicly-traded companies. During her career, she has focused on securities and corporate finance and assists with managing public company listing requirements with a focus on the CSE, TSX-V, NEO and TSX stock exchanges, as well as listings on the OTC Markets. Through De Novo she helps clients navigate complex corporate compliance matters, financings and IPO preparations for the Canadian markets. De Novo currently provides corporate back office and accounting services to the Company, the appointment of Mrs. Dionne as Corporate Secretary will streamline and consolidate the Company's ongoing continuous disclosure requirements.

The Company wishes to thank Ms. Burk for her contributions to the Company wishes her all the best in the future.

### **About KO Gold Inc.**

KO Gold is a Canadian junior mining company listed on the CSE under the ticker symbol "**KOG**". The Company's strategy is to acquire and explore highly prospective gold properties within the Otago Gold District in New Zealand. KO Gold has eight 100%-owned prospecting and exploration permits within the Otago Gold District, which includes the Smylers Gold Project for a combined land package of approximately 1,064 km<sup>2</sup>. The Smylers Gold Project is an advanced exploration project located adjacent to OceanaGold's active Macraes Gold Mine. The Smylers Gold Project has the potential to host a major gold deposit and has seen significant investments in exploration and drilling over the past few years including over C\$1M spent by KO Gold on exploration including reverse circulation (RC) and diamond drilling.

**For further information, please contact:**

Greg Isenor, President and CEO, Director  
Tel: (902) 832-5555  
Email: [info@kogoldnz.com](mailto:info@kogoldnz.com)  
Website: [www.kogoldnz.com](http://www.kogoldnz.com)

KO Gold Inc.  
Suite 802 – Sun Tower, 1550 Bedford Highway  
Bedford, Nova Scotia  
B4A 1E6 Canada

*The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.*

***Forward-Looking Information***

*The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.*