

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

ITEM 1 — Name and Address of Company

KO Gold Inc. (the “Company”)
802 – Sun Tower, 1550 Bedford Highway Bedford, Nova Scotia
B4A 1E6 Canada

ITEM 2 — Date of Material Change

October 31, 2024.

ITEM 3 — News Release

A news release with respect to the material change was disseminated on October 31, 2024 through the facilities of Newsfile, it was filed on SEDAR+ and posted to the Company’s disclosure hall with the Canadian Securities Exchange.

ITEM 4 — Summary of Material Change

The Company has appointed James (Jim) Henning as Chief Financial Officer of the Company, effective immediately. Mark McMurdie has resigned as the Company’s Chief Financial Officer, effective October 31, 2024.

ITEM 5 — Full Description of Material Change

The Company has appointed James (Jim) Henning as Chief Financial Officer of the Company, effective immediately. Mr. Henning is a Chartered Accountant and the founder and President of Corpfinance Advisors Inc. since 1984. Mr. Henning has expertise and experience in valuating businesses in a broad range of industries. He has assisted companies in financing, public offerings and restructuring. Areas of his expertise include retail cannabis, manufacturing, telecommunications, software, biomedical, oil and gas services, and renewable energy industries. Mr. Henning currently serves as the Chief Financial Officer for a number of TSX Venture Exchange and Canadian Securities Exchange-listed companies.

The Company also advises that Mark McMurdie has resigned as the Company’s Chief Financial Officer, effective October 31, 2024. The Company wishes to thank Mr. McMurdie for his numerous contributions to the Company, including excellent financial reporting and wishes him success in his future endeavors.

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

October 31, 2024.