

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

**Item 1 Name and Address of the Company**

Canary Gold Corp. (the “**Company**”)  
Suite 200, 551 Howe Street  
Vancouver, BC V6C 2C2

**Item 2 Date of Material Change**

November 15, 2024

**Item 3 News Release**

The news release dated November 15, 2024 was disseminated via Newswire and filed on the System for Electronic Document Analysis and Retrieval+ (SEDAR+).

**Item 4 Summary of Material Change**

The Company announced closing of its initial public offering (the “**Offering**”) consisting of 12,951,556 units of the Company (“**Units**”) at a price of \$0.17 per Unit for aggregate gross proceeds of \$2,201,764.52, pursuant to the Company’s final prospectus in British Columbia, Alberta and Ontario dated September 23, 2024 (the “**Prospectus**”).

Each Unit consists of one common share of the Company and one transferable common share purchase warrant (each whole such warrant, an “**HD Warrant**”). Each HD Warrant will entitle its holder to purchase one common share in the capital of the Company (each, a “**Warrant Share**”) at a price of \$0.25 per Warrant Share at any time prior to 4:30 p.m. (Vancouver Time) on the date that is 12 months following the closing of the Offering. Following completion of the Offering, if the closing price of the Company’s common shares on the Canadian Securities Exchange (the “**CSE**”) is at or above \$0.50 per share for a period of 30 consecutive trading days, the Company may elect to accelerate the expiry date of the HD Warrants to a date that is 30 calendar days from the date when written notice of such new expiry date is provided by the Company to the HD Warrant holders.

The Company’s common shares are expected to commence trading on the CSE at the market open on November 18, 2024 under the symbol “**BRAZ**”.

Haywood Securities Inc. (the “**Agent**”) acted as sole agent and bookrunner for the Offering, pursuant to the agency agreement dated September 23, 2024. In connection with the Offering, the Company paid to the Agent a cash commission in the amount of \$132,105.87 and granted to the Agent non-transferrable warrants entitling the Agent or its subagents, as applicable, to purchase up to a total of 777,093 common shares of the Company at a price of \$0.17 for a period of 12 months following the closing of the Offering. In addition to reimbursement of certain expenses, the Agent received a corporate finance fee of \$50,000 plus GST, of which \$25,000 was paid in cash and \$25,000 was paid through the issuance of 147,059 common shares (the “**Corporate Finance Shares**”) at a deemed price of \$0.17 per Corporate Finance Share.

The net proceeds of the Offering will be used by the Company to further the advancement of the Rio Madeira Property and for general working capital, as more particularly set out in the Prospectus.

Hein Poulus, a director of the Company, participated in the Offering, acquiring 294,000 Units. Prior to the completion of the Offering, Mr. Poulus held 100,000 common shares of the Company, representing 0.33% of the Company's then issued and outstanding shares. On completion of the Offering, Mr. Poulus holds 394,000 common shares representing 0.91% of the Company's issued and outstanding shares, or 3.19% of the Company's outstanding shares on a partially-diluted basis assuming the exercise of his 294,000 warrants and 730,000 stock options. Mr. Poulus's participation in the Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities issued to Mr. Poulus nor the consideration paid by Mr. Poulus exceeded 25% of the Company's market capitalization. A material change report was not filed by the Company at least 21 days before the closing of the Offering as the details of Mr. Poulus's participation were not settled until shortly prior to closing and the Company was seeking to close expeditiously.

#### *Option Issuances*

In connection with the closing of the Offering, the Company announced the issuance of an aggregate of 3,832,500 incentive stock options (the "**IPO Options**") to certain directors and officers of the Company as set out in the Prospectus. Each IPO Option entitles the holder thereof to acquire one common share of the Company at a price of \$0.17 per common share for a period of five years from the date of grant. The Company today also issued a further 700,000 incentive stock options (the "**Consultant Options**") to consultants of the Company with each Consultant Option entitling the holder thereof to acquire one common share of the Company at a price of \$0.17 per common share for a period of five years from the date of grant.

#### **Item 5.1 Full Description of Material Change**

See the Company's news release dated November 15, 2024, a copy of which is attached as Schedule "A" hereto.

#### **Item 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**

Andrew Lee Smith, Chief Executive Officer  
Telephone: 604.674.9170

**Item 9 Date of Report**

November 15, 2024

**SCHEDULE "A"**

**News Release dated November 15, 2024**

*[See attached]*



## Canary Gold Announces Closing of Initial Public Offering

*NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS*

**Vancouver, British Columbia, November 15, 2024 – Canary Gold Corp.** (the “**Company**” or “**Canary**”) is pleased to announce the successful closing of its initial public offering (the “**Offering**”) consisting of 12,951,556 units of the Company (“**Units**”) at a price of \$0.17 per Unit for aggregate gross proceeds of \$2,201,764.52, pursuant to the Company’s final prospectus in British Columbia, Alberta and Ontario dated September 23, 2024.

Each Unit consists of one common share of the Company and one transferable common share purchase warrant (each whole such warrant, an “**HD Warrant**”). Each HD Warrant will entitle its holder to purchase one common share in the capital of the Company (each, a “**Warrant Share**”) at a price of \$0.25 per Warrant Share at any time prior to 4:30 p.m. (Vancouver Time) on the date that is 12 months following the closing of the Offering (the “**Closing**”). Following completion of the Offering, if the closing price of the Shares on the Canadian Securities Exchange (the “**CSE**”) is at or above \$0.50 per Share for a period of 30 consecutive trading days, the Company may elect to accelerate the expiry date of the Warrants to a date that is 30 calendar days from the date when written notice of such new expiry date is provided by the Company to the Warrant holders (the “**Acceleration Right**”).

The Company’s common shares are expected to commence trading on the Canadian Securities Exchange (the “**CSE**”) at the market open on November 18, 2024 under the symbol “**BRAZ**”.

Haywood Securities Inc. (the “**Agent**”) acted as sole agent and bookrunner for the Offering, pursuant to the agency agreement dated September 23, 2024. In connection with the Offering, the Company paid to the Agent a cash commission in the amount of \$132,105.87 and granted to the Agent non-transferrable warrants entitling the Agent or its subagents, as applicable, to purchase up to a total of 777,093 common shares of the Company at a price of \$0.17 for a period of 12 months following the closing of the Offering. In addition to reimbursement of certain expenses, the Agent received a corporate finance fee of \$50,000 plus GST, of which \$25,000 was paid in cash and \$25,000 was paid through the issuance of 147,059 common shares (the “**Corporate Finance Shares**”) at a deemed price of \$0.17 per Corporate Finance Share.

The net proceeds of the Offering will be used by the Company to further the advancement of the Rio Madeira Property and for general working capital, as more particularly set out in the Prospectus.

A director of the Company participated in the Offering, acquiring 294,000 Units. Participation of such insider in the Offering constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and is exempt from the formal valuation and minority shareholder approval requirements of MI

61-101 as neither the fair market value of the securities issued to the insider nor the consideration paid by the insider exceeded 25% of Canary's market capitalization.

## **Option Issuances**

In connection with the closing of the Offering, the Company is pleased to announce the issuance of an aggregate of 3,832,500 incentive stock options (the "**IPO Options**") to certain directors and officers of the Company as set out in the Prospectus. Each IPO Option entitles the holder thereof to acquire one common share of the Company at a price of \$0.17 per common share for a period of five years from the date of grant. The Company today also issued a further 700,000 incentive stock options (the "**Consultant Options**") to consultants of the Company with each Consultant Option entitling the holder thereof to acquire one common share of the Company at a price of \$0.17 per common share for a period of five years from the date of grant.

## **About Canary Gold Corp.**

Canary Gold Corp. is a mineral exploration company whose principal business is the acquisition and exploration of gold mineral exploration properties, with a focus in Rondônia, Brazil. The Company may acquire up to a 70% undivided right, title and interest in one gold mineral property in Brazil, the Rio Madeira Property. The Rio Madeira Property consists of an aggregate of eight applications for exploration licenses covering an area of 68,445 hectares in Rondônia, Brazil.

More information about Canary can be found at [canarygold.ca](http://canarygold.ca).

## **Disclaimer Regarding Forward-Looking Statements**

This news release contains forward-looking statements within the meaning of applicable securities laws that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipates", "expects", "believes", and similar expressions or the negative of these words or other comparable terminology. All statements, other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. In particular, this news release contains forward-looking statements relating to the proposed Offering, CSE listing and the Company's plans with respect to its mineral exploration property. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include but are not limited to the risks detailed in the Company's Prospectus and in the continuous disclosure filings made by the Company with securities regulations from time to time. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements only as expressly required by applicable law.

No securities exchange or commission has reviewed or accepts responsibility for the adequacy or accuracy of this release.