

**FORM 51-102F3**  
**Material Change Report**  
**Section 7.1 of National Instrument 51-102**  
**Continuous Disclosure Obligations**

Item 1. Name and Address of Company

**Edgemont Gold Corp.**  
9<sup>th</sup> Floor - 1021 West Hastings Street  
Vancouver, B.C. V6E 0C3

Item 2. Date of Material Change May 1, 2025

Item 3. News Release The news release was disseminated on May 1, 2025 through the facilities of Newsfile and was SEDAR filed with the securities commissions of Alberta, British Columbia and Ontario.

Item 4. Summary of Material Change

On May 1, 2025 Edgemont Gold Corp. (the "Company") announced that, further to its news releases dated February 20, 2025, March 21, 2025 and April 15, 2025 regarding the proposed acquisition by the Company of all the issued and outstanding common shares of Laiva Gold Inc. ("Laiva") from the shareholders of Laiva (the "Transaction"), the Company and Laiva continue to diligently work towards finalizing and executing the definitive agreement in respect of the Transaction.

**Item 5. Full Description of Material Change**

On May 1, 2025 Edgemont Gold Corp. (the "Company") announced that, further to its news releases dated February 20, 2025, March 21, 2025 and April 15, 2025 regarding the proposed acquisition by the Company of all the issued and outstanding common shares of Laiva Gold Inc. ("Laiva") from the shareholders of Laiva (the "Transaction"), the Company and Laiva continue to diligently work towards finalizing and executing the definitive agreement in respect of the Transaction.

The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

N/A

Item 8. Executive Officer

Stuart Rogers  
Telephone: (778) 239-3775

Item 9. Date of Report May 1, 2025

**Cautionary Statement Regarding Forward Looking Information**

*This news release contains forward looking information or statements within the meaning of applicable securities laws, which may include, without limitation, statements relating to the terms and completion of the Transaction, including the entry into a definitive agreement, the receipt of corporate, regulatory and stock exchange approval in respect of the Transaction, the technical, financial, and business prospects of the Company, its assets and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward looking information or statements. Although the Company believes the expectations expressed in such forward-looking information or statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking information or statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, the ability to achieve its goals, expected costs and timelines to achieve the Company's goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. Such forward looking information or statements reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including the risks and uncertainties included in documents filed under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive, and regulatory uncertainties and risks. Factors that could cause actual results to differ materially from those in forward looking information or statements include, but are not limited to, the ability of the Company to complete the Offering on the terms described herein, including obtaining the requisite regulatory and stock exchange approvals, continued availability of capital and financing and general economic, market or business conditions, failure to compete effectively with competitors, failure to maintain or obtain all necessary permits, approvals and authorizations, failure to comply with applicable laws, including environmental laws, risks relating to unanticipated operational difficulties. The Company does not undertake to update forward looking statements or forward-looking information, except as required by law.*