

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

1. **Name and Address of Company**

QcX Gold Corp. (the "**Company**")
217 Queen Street West, Suite 401
Toronto, ON M5V 0R2

2. **Date of Material Change**

August 28, 2023

3. **News Release**

A press release disclosing the material change was released on August 29, 2023, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On August 28, 2023, the Company closed a non-brokered private placement through the issuance of 3,600,000 units (each, a "**Unit**") in the capital of the Company at a price of \$0.05 per Unit and 6,200,000 flow-through units (each, a "**FT Unit**") at a price of \$0.05 per FT Unit, for aggregate gross proceeds of \$490,000 (the "**Offering**").

5. **Full Description of Material Change**

On August 28, 2023, the Company closed the offering through the issuance of 3,600,000 Units and 6,200,000 FT Units for gross proceeds of \$490,000.

Each Unit was comprised of one common share (each, a "**Common Share**") in the capital of the Company and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.10 for a period of twenty-four (24) months from the date of issuance. Each FT Unit was comprised of one common share in the capital of the Company, issued on a "flow-through" basis (each, a "**FT Share**") and one-half of one whole Warrant. The FT Shares will qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada).

All securities issued pursuant to the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. The gross proceeds from the sale of the FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through expenditures" as such terms are defined in the *Income Tax Act* (Canada). The gross proceeds from the Units will be used for general working capital purposes.

In connection with the closing of the Offering, the Company paid certain eligible finders (each, a "**Finder**") cash commissions in the aggregate of \$33,600, of which \$26,600 was paid through the issuance of 532,000 Units and issued the Finders an aggregate of 532,000 non-transferrable broker warrants (each, a "**Broker Warrant**"). Each Broker Warrant entitles the holder thereof to purchase one Unit at a price of \$0.05 at any time for a term of two (2) years following the date of issuance.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption

from the registration requirements. This report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

A portion of the Offering constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), as an insider of the Company acquired an aggregate of 2,600,000 Units under the Offering.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

The Offering constituted a "related party transaction" as such term is defined by MI 61-101 as an insider of the Company (the "**Insiders**"), subscribed for 2,600,000 Units pursuant to the Offering.

(b) the purpose and business reasons for the transaction:

The net proceeds from the Units will be used for general working capital purposes.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The net proceeds from the Units will be used for general working capital purposes.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

In connection with the Offering, the Insider purchased 2,600,000 for a purchase price of \$130,000.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

Pursuant to the Offering, Generic Capital Corporation ("**Generic**") received 2,600,000 Units. Prior to the completion of the Offering, Generic held 10,427,500 Common Shares, representing approximately 15.89% of the issued and outstanding Common Shares on a non-diluted and partially diluted basis. Upon completion of the Offering, Generic holds 13,027,500 Common Shares and 2,600,000 Warrants, representing approximately 17.15% of the Company's issued and outstanding Common Shares on a non-diluted and approximately 19.90% on a partially diluted basis

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on August 24, 2023 approving the Offering. No special committee was established in connection with the Offering, and no materially contrary view or abstention was expressed or made by any director.

- (f) **A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) **that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) **the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

- (h) **the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Other than subscription agreements for the Units, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

- (i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company in accordance with MI 61-101.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Aaron Stone, P. Geo, Vice President, Exploration at aaron.stone@qcxgold.com.

9. Date of Report

This report is dated at Toronto, this 30th day of August, 2023.

Forward-looking Information

This material change report contains forward-looking statements. All statements, other than of historical facts, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including, without limitation, the planned exploration program, the expected positive exploration results, the timing of the exploration results, the ability of the Company to continue with the exploration program, the availability of the required funds to continue with the exploration and the potential mineralization or potential mineral resources are forward-looking statements. Forward-looking statements are generally identifiable by use of the words "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "to earn", "to have", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure to meet expected, estimated or planned exploration expenditures, failure to establish estimated mineral resources, the possibility that future exploration results will not be consistent with the Company's expectations, general business and economic conditions, changes in world gold markets, sufficient labour and equipment being available, changes in laws and permitting requirements, unanticipated weather changes, title disputes and claims, environmental risks as well as those risks identified in the Company's annual Management's Discussion and Analysis. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described and accordingly, readers should not place undue reliance on forward-looking statements. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements except as otherwise required by applicable law.