

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Providence Gold Mines Inc.
PO Box 42096, Surrey Rpo Guildford, Surrey, BC, V6C 2T5
Phone: (604) 724-2369
Email: rcoombes@providencegold.com

ITEM 2. DATE OF MATERIAL CHANGE

November 14, 2024

ITEM 3. NEWS RELEASE

The press release was issued on November 14, 2024 to the TSX Venture Exchange and through various other public media and filed on SEDAR– all in accordance with the policies of the regulatory authorities.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Providence Gold Mines Inc. (“the Company”) is pleased to announce a private placement of up to \$1,800,000 Cdn for 36,000,000 units at \$0.05 per unit. Each unit will be comprised of one common share and one non-transferable warrant exercisable into one common share of the Company at a price of \$0.09 for a period of two years from the date of closing. Insiders of the Company are planning to participate in the financing. A finder’s fee may be paid in accordance with applicable laws.

USE OF PROCEEDS

The funds from this placement will be used for evaluation of the new gold surface discovery reported for reference on May 6, 2024 and for a significant drilling program of up to 2,500m targeting the historical McCarthy and Mexican shafts and as well as an area north of the Mexican shaft where significant ground preparation provides a favorable structural setting for hanging wall splay veins analogous to the historical **”Bonanza” stope at the Providence mine first stope at surface alone produced 50,000 ounces. Ron Coombes states, “exploration efforts have modelled potential robust significant high grade gold targets”.**

All securities issued will be subject to a hold period of four months and one day from the closing date of the private placement, in accordance with applicable Canadian securities laws. The closing of the financing is subject to the approval of the TSX Venture Exchange.

Board Appointment

In addition, the Company is extremely pleased to announce the CFO and director appointment of Brian Crawford CPA, CA.

Brian Crawford CPA, CA, has extensive experience as a senior financial executive. Brian was formerly a partner with a national firm of Chartered Professional Accountants and founded several public companies trading on the TSX Venture Exchange (“TSX.V”) and the Canadian Securities Exchange (“CSE”). Brian currently serves as a Director, Corporate Secretary and or Chief Financial Officer of several TSX.V and CSE listed issuers.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

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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

To obtain further information contact Mr. Ronald Coombes, President of the Issuer, 1- 604- 724-2369

ITEM 9. DATE OF REPORT

Dated at Vancouver, BC, this 14th day of November, 2024.

Ronald Coombes, President