

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Dixie Gold Inc. (the “Issuer”)
#1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

2. Date of Material Change

December 20, 2024 and December 23, 2024

3. News Release

The news release dated December 23, 2024 was filed on SEDAR+ and disseminated through the facilities of The Newswire.

4. Summary of Material Change

On December 20, 2024, the Issuer appointed Michael England Jr. to its board of directors.

On December 23, 2024, the Issuer granted 100,000 incentive stock options, having an exercise price of \$0.06 per stock option, to a director of the Issuer.

5.1 Full Description of Material Change

The Issuer reported that all resolutions presented to shareholders at its recent Annual General Meeting held on December 20, 2024, in Vancouver, British Columbia (the “Meeting”) were duly passed and put into effect (with exception of an update regarding the appointment of the auditor (as below described)).

At the Meeting, shareholders re-elected incumbent-directors Mr. Ryan Kalt and Mr. Brian Hearst to serve as directors on its Board of Directors, and a floor nomination of a new director, Mr. Michael England Jr., was approved at the Meeting. No other parties were elected or stood as nominees at the Meeting. As a result of the Meeting, the Issuer’s Board of Directors now comprises itself as to Mr. Kalt (Chairman), Mr. Hearst (Independent Director) and Mr. England Jr. (Independent Director).

As disclosed in the Meeting Circular distributed to shareholders, A Chan and Company LLP, Chartered Professional Accountant (the “Former Auditor ”), was originally proposed for re-appointment. Subsequent to the issuance of the Meeting Circular, the Corporation’s Board of Directors appointed Adam Sung Kim Ltd., Chartered Professional Accountants, as the new auditor of the Corporation (the “ Successor Auditor ”), replacing the Former Auditor (see regulatory filing by the Corporation, Notice of Change of Auditor dated November 20, 2024, as available on SEDAR+). At the Meeting, the Successor Auditor was confirmed as the auditor of the Corporation for the ensuing year at a remuneration to be fixed by the Corporation’s Board of Directors.

In recognition of an appointment made at the Meeting, the Issuer granted 100,000 incentive stock options, having an exercise price of \$0.06 per stock option, to a director of the Issuer. The incentive

stock options are exercisable for a period of 60 months, vest immediately and are subject to the policies of the TSX Venture Exchange and the terms of the Issuer's stock option plan.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable.

7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

8. Executive Officer

Contact: Ryan Kalt, CEO
Telephone: 604-687-2038

9. Date of Report

December 23, 2024.