

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

International Iconic Gold Exploration Corp. (the "**Company**")
9th Floor, 1021 West Hastings Street
Vancouver, BC V6E 0C3

Item 2 Date of Material Change

November 7, 2025

Item 3 News Release

The news release was disseminated on October 31, 2025 through EIN Presswire.

Item 4 Summary of Material Change

The Company consolidated its issued and outstanding common shares (the "**Common Shares**") on the basis of one (1) post-consolidated Common Share for every ten (10) pre-consolidated Common Shares held (the "**Consolidation**").

Item 5 Full Description of Material Change

The Company completed the Consolidation. No fractional shares were issued, as any fractional shares were rounded to the nearest whole number and no cash consideration was paid in respect of fractional shares. As a result of the Consolidation, 101,325,432 Common Shares which were previously issued and outstanding were reduced to approximately 10,132,543 Common Shares, subject to rounding.

For further information, please see attached News Release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

For further information, contact:

Roger Lui
Chief Executive Officer

Tel: 236-266-5174
Email: info@iconicgold.com

Item 9 Date of Report

November 14, 2025

Iconic Gold Provides Corporate Update

VANCOUVER, BC, October 31, 2025 – International Iconic Gold Exploration Corp. (“Iconic Gold” or the “Company”) (TSXV: ICON) is pleased to provide a corporate update highlighting recent developments, including a share consolidation, changes to its management team, and a refocused business strategy.

The Company has achieved several significant milestones over the years and is now strategically positioning itself for the next chapter. After focusing on the San Roque asset for so many years, the Company is preparing to take advantage of the recent bullish sentiment in the gold markets. To support this transition, the Company is undertaking a corporate reorganization, including optimizing its capital structure and strengthening its leadership team. These initiatives will be followed by efforts to streamline the Company’s balance sheet to enhance financial flexibility and to support future capital-raising initiatives.

The Company is proceeding with a consolidation of its issued and outstanding share capital on the basis of one (1) post-consolidated common share for every ten (10) pre-consolidated common shares (the “**Consolidation**”). No fractional shares will be issued, as any fractional share will be rounded to the nearest whole number and no cash consideration will be paid in respect of fractional shares. The Consolidation is subject to final confirmation by the TSX Venture Exchange (the “**Exchange**”). The effective date of the Consolidation will be on or around November 7, 2025. As a result of the Consolidation, it is expected that the 101,325,432 common shares which are currently issued and outstanding will be reduced to approximately 10,132,543 common shares, subject to rounding. The Company will not be changing its name or stock symbol in connection with the Consolidation.

Shareholders who hold their common shares through a securities broker or other intermediary and do not have common shares registered in their name will not be required to take any measures with respect to the Consolidation. Letters of transmittal with respect to the Consolidation will be mailed shortly to all registered shareholders of the Company. All registered shareholders who submit a duly completed letter of transmittal along with their respective share certificate(s) representing the pre-consolidated common shares to the Company’s transfer agent, Endeavor Trust Corporation, will receive a certificate representing the post-consolidated common shares.

The Company believes that the Consolidation will have the effect of, among other things, increasing the interest of the financial community in the Company and potentially broadening its pool of investors; improving trading liquidity; and reducing trading commissions and other transaction costs for shareholders.

The Company wishes to welcome Roger Lui as its new President, Chief Executive Officer and Director, effective October 31, 2025. Mr. Lui replaces Robert Abenante, who has stepped down from his role as President, Chief Executive Officer, and Director, at this pivotal moment for the Company, following years of strategic repositioning that transformed Iconic Gold from a near-dormant explorer into a focused gold asset developer with exceptional value creation.

Under Mr. Abenante’s leadership since his appointment as President and CEO in early 2017, the Company underwent a comprehensive turnaround. He assumed the helm of an entity with minimal operational momentum and assets valued at just \$2.88M CAD as of December 31, 2017. Through successful capital raising, disciplined deployment of resources, strategic developments on its primary assets and shrewd sales of its non-core assets, Mr. Abenante drove the Company’s total assets to \$12.42 million CAD as of June 30, 2025. The 430% increase in asset value is just one metric that underscores his transformational impact on shareholder value creation.

"It has been an honor and a privilege to lead this Company," said Mr. Abenante. "I am confident that Roger has the experience, skillset and ambition necessary to take this Company to the next level of value and growth," concluded Mr. Abenante.

The Company's Board of Directors thanks Mr. Abenante for his years of loyal service, his unwavering focus to create a lean, efficient organization with a focus on gold assets and for all of his extraordinary contributions. They wish him every success in his future endeavors.

The Company welcomes Mr. Lui's extensive experience in commodities and corporate development, positioning him to lead the Company through its next phase of growth.

On behalf of the Board of Directors,

Roger Lui
Chief Executive Officer
(236) 266-5174

Contact Information:

Email: info@iconicgold.com
Website: www.iconicgold.com

For further information regarding International Iconic Gold Exploration Corp., please refer to the Company's filings available on SEDAR+ (www.sedarplus.ca) or at Iconic Gold's Website (www.iconicgold.com).

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of Canadian securities legislation. These forward-looking statements include, without limitation, statements relating to (i) the Company positioning itself for the next chapter; (ii) the Company's plans to take advantage of the recent bullish sentiment in the gold market, and its success with same; (iii) the Company's plans to optimize its capital structure and streamline its balance sheet to enhance financial flexibility and support future capital-raising initiatives; (iv) the terms, timing and effect of the Consolidation; and (v) Mr. Lui's expected contributions to the Company. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. 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 those relating to the Company's ability to complete the Consolidation; the Company not being able to obtain Exchange approval of the Consolidation; the number of post-Consolidation common shares being different from the number set out herein; the treatment of fractional shares in the Consolidation being different from what is set out herein; market volatility; the state of the financial markets for the Company's securities; the speculative nature of mineral exploration and development; fluctuating commodity prices; competitive risks; and the availability of financing, and other risks detailed from time to time in the filings made by the Company with securities regulators.

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 not update or revise publicly any of the included forward- looking statements unless as expressly required by applicable law.