

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Spanish Mountain Gold Ltd. (the “Company”)
910-1111 Melville Street
Vancouver, British Columbia
V6E 3V6

Item 2 Date of Material Change

May 11, 2023

Item 3 News Release

The Company disseminated a news release dated May 11, 2023 through Stockwatch and copies were subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company closed its, non-brokered private placement (the “Offering”), issuing 28,571,429 units of the Company (each, a “Unit”) at a price of \$0.21 per Unit for aggregate gross proceeds of \$6,000,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Each Unit consists of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to acquire one common share of the Company at a price of \$0.25 per common share for a period of 24 months, subject to earlier expiry if the ten-day volume weighted average price exceeds \$0.30 per common share.

The Company intends to use the proceeds from the Offering for exploration and development at its Spanish Mountain Project, and for general working capital purposes. All securities issued in connection with the Offering will be subject to a statutory hold period of four months.

Certain insiders of the Company have subscribed to the Units in connection with the Offering. Such participation is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to nor the consideration paid by such persons will exceed 25% of the Company’s market capitalization.

The securities of the Company referred to in this report have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws. Accordingly, the securities of the Company were not offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Peter Mah, CEO
Tel: 604-601-3651
Email: info@spanishmountain.com

Item 9 Date of Report

May 18, 2023

Forward Looking Statements

Certain of the statements and information in this press release constitute “forward-looking statements” or “forward- looking information” Any statements or information that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects”, “anticipates”, “believes”, “plans”, “estimates”, “intends”, “targets”, “goals”, “forecasts”, “objectives”, “potential” or variations thereof or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements or information. The Company’s forward-looking statements and information are based on the assumptions, beliefs, expectations and opinions of management as of the date of this press release, and other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking statements and information if circumstances or management’s assumptions, beliefs, expectations or opinions should change, or changes in any other events affecting such statements or information. For the reasons set forth above, investors should not place undue reliance on forward looking statements and information.