

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

Item 1. Name and Address of Company

ESKAY MINING CORP. (the "Company" or "Eskay")
82 Richmond Street East
Toronto, Ontario M5C 1P1

Item 2. Date of Material Change

The material change took place on June 26, 2024.

Item 3. News Release

The News Release was disseminated on June 26, 2024 through CNW Group newswire.

Item 4. Summary of Material Change

On June 26, 2024, the Company and P2 Gold Inc. ("P2") jointly announced that they had agreed to terminate the non-binding letter of intent (the "**Letter Agreement**") dated June 4, 2024 pursuant to which Eskay had agreed to acquire P2 in a business combination transaction.

In Item 5. Full Description of Material Change

Further to the Material Change Report filed on June 14, 2024, the Company and P2 agreed, due to market conditions, to terminate the Letter Agreement.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Hugh M. Balkam, President & C.E.O.
Info@eskaymining.com
416-907-6151

Item 9. Date of Report

July 3, 2024.