

**FORM 51-102F3**  
***Material Change Report***

**Item 1 Name and Address of Issuer:**

Cambria Gold Mines Inc. (the “**Corporation**” or “**Cambria**”)  
Suite 3123 – 595 Burrard Street,  
Vancouver, BC, Canada  
V7X 1J1

**Item 2 Date of Material Change:**

January 27, 2026, February 13, 2026 and February 19, 2026

**Item 3 News Release:**

News releases reporting the material changes were issued by Cambria and disseminated through GlobeNewswire on January 27, 2026, February 12, 2026 and February 19, 2026 and subsequently filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4 Summary of Material Change:**

On January 27, 2026 Cambria announced the appointment of Alex Morrison to the role of non-executive Chair of the Board of Directors of Cambria (the “**Board**”) effective January 27, 2026.

On February 12, 2026, as permitted by the articles of the Corporation, the Board approved the change of name of the Corporation to be effective February 13, 2026 to “Cambria Gold Mines Inc.” (the “**Name Change**”).

On February 19, 2026, Cambria announced new additions to the management team of the Corporation. These new members are in addition to recently announced President, CEO and Director, Robert McLeod; non-executive Chair, Alex Morrison; Executive Vice-President, Ryan Weymark and Corporate Secretary, Tally Barmash (see Ascot News Release December 30, 2025), as well as existing management that are staying with the Corporation through the leadership transition.

**Item 5 Full Description of Material Change:**

***New Chairperson effective January 27, 2026***

Cambria announced the appointment of Alex Morrison to the role of non-executive Chair of the Board effective January 27, 2026. Mr. Morrison joined the Board as lead director effective December 30, 2025 and replaces Indi Gopinathan who has served as Interim Chair since October 2025 and continues as Board director.

***Name Change effective February 13, 2026***

On February 12, 2026, as permitted by the articles of the Corporation, the Board approved the Name Change. Effective February 13, 2026, the Corporation changed its name to “Cambria Gold Mines Inc.” in accordance with the provisions of the Business Corporations Act (British Columbia).

The Corporation’s common shares commenced trading on the TSX Venture Exchange at market open on February 13, 2026 under the new symbol “CAMB”.

In connection with the Name Change, the new CUSIP number for the Corporation's common shares is 132063108 and ISIN is CA1320631080.

### ***Additions to Management Team effective February 19, 2026***

Cambria announced new additions to the management team. These new members are in addition to recently announced President, CEO and Director, Robert McLeod; non-executive Chair, Alex Morrison; Executive Vice-President, Ryan Weymark and Corporate Secretary, Tally Barmash (see Ascot News Release December 30, 2025), as well as existing management that are staying with the Corporation through the leadership transition.

### **Management Biographies**

#### **Blaine Smit, P.Geo. VP Exploration**

Blaine Smit is an exploration geologist with a multi-disciplinary background in mineral exploration, project evaluation, and corporate development for projects ranging from early-stage grassroots to advanced producing assets. He was most recently with Orla Mining's corporate exploration team during the company's growth from a junior developer to a multi-asset gold producer. He has worked with exploration and mining teams across North America on successful exploration programs where his work was instrumental in the discovery of new mineral resources.

Mr. Smit holds a Bachelor of Science, Geology, from the University of British Columbia, and is a registered Professional Geoscientist with Engineers and Geoscientists of British Columbia.

#### **Christopher Park, CPA CGA Chief Financial Officer**

Christopher Park is a Chartered Professional Accountant (CPA, CGA) and seasoned finance executive with more than 25 years of experience which includes over two decades in the mining sector with companies ranging from grassroots exploration to producers. He has led finance organizations through transformational phases including mine constructions within North America.

Mr. Park began his career in public accounting before entering the resource sector. His career includes executive roles with accountability for finance, strategic planning and corporate restructuring. He has held numerous positions with publicly listed mining companies and recently served as Chief Financial Officer of Northern Vertex, Northern Graphite and Northstar Clean Technologies during critical phases of their development. He has acted as Interim Chief Financial Officer for Cambria for the past seven months.

#### **Diego Sologuren, VP Business Development**

Diego Sologuren is a Peruvian geologist and mining industry leader with a strong record in strategic development and innovation within the sector and is a representative of Ccori Apu, Cambria Gold Mines largest shareholder. He holds a degree in Geology from the University of Wisconsin-Madison and has combined technical expertise with leadership roles throughout his career.

Diego currently serves as Strategic Development Executive Coordinator at Compañía Minera Poderosa S.A., a major gold mining company in Peru focused on responsible resource development and community engagement.

He also plays an active role in industry-wide initiatives: since 2020 he has been the President of the Energy, Mines and Hydrocarbons Committee at the Chamber of Commerce of La Libertad, and he is a Director at the Hub de Innovación Minera, where he works to connect mining innovation with business challenges and opportunities. Additionally, he has been a member of the Board of Directors of Asociación Pataz, a civil association working for sustainable development in the Andean region, since 2022.

### **Gord Doerksen, P.Eng. VP Projects**

Gord Doerksen, FEC, P.Eng. has over 40 years of experience in the mining industry in operations, consulting and project development. Gord's 20+ years of operating experience was gained through increasingly responsible engineering and production roles in open pit and underground mines in North America and Africa and evolved into Chief Engineer and Mine Manager positions.

Gord also has 20 years of consulting and EPCM experience including Mining Practice Leader at SRK Consulting (Canada) Inc. and President, Engineering Division, JDS Energy & Mining Inc. In his consulting roles, Gord has led project teams in dozens of engineering studies, designed and executed development plans, functioned as a Qualified Person for NI 43-101 reports, led operational improvement initiatives and built and led EPCM teams.

As a co-founder of Minera Consulting Inc., he provides focused owner and First Nation support for mineral development projects. Gord also is a part-time instructor at the British Columbia Institute of Technology helping to develop the next generation of mining professionals.

### **Jacqueline Blackwell, Ph.D., P.Geo. Director of Geoscience**

Jacqueline is an exploration geologist with over 18 years of experience spanning junior and established exploration companies; including 12 years managing an independent consulting company, Long Point Geologic Ltd. During her recent tenure as Gold Candle's Chief Geologist, Jacqueline spearheaded the reinvigoration of the abandoned historic Kerr-Addison mine project to one of Canada's most significant undeveloped gold resources.

Jacqueline has a Ph.D. in volcanology and economic geology from the University of Tasmania (CODES) and an expertise in orogenic gold, epithermal gold, and porphyry copper deposits in altered volcanic terranes. She is a registered Professional Geoscientist with both Engineers and Geoscientists of British Columbia and the Association of Professional Geoscientists of Ontario.

### **John Tejada, P.Geo. Exploration Manager**

John Tejada is a Professional Geoscientist with more than nine years of experience in surface and underground mining and mineral exploration. He has held progressively senior technical and leadership roles with major producers and junior mining companies, contributing to active operations as well as greenfields and brownfields exploration projects. These include the Red Mountain Project, the Premier Gold Project, the Mount Milligan Mine, and most recently the Brucejack Mine. His background spans exploration and resource drilling, geological modelling, the execution of large-scale drill programs, and production geology experience gained through close collaboration with technical and operations teams. John holds a B.Sc. in Geological Sciences from the University of British Columbia and is a registered Professional Geoscientist with Engineers and Geoscientists of British Columbia.

### **Julianne Madsen, M.Sc., P.Geo. Database Manager**

Julianne Madsen is a Professional Geoscientist with over 20 years of experience in exploration and mining, specializing in geological database management and data quality. Guided by the conviction that reliable data is essential for achieving success, Julianne is dedicated to promoting the highest standards of accuracy and integrity throughout every stage of data management.

Before joining Cambria, Julianne Madsen played a pivotal role at the nearby Brucejack Mine. For over seven years, Julianne led advancements in Brucejack's geological database systems, data validation workflows, and QAQC programs, while mentoring site teams and fostering best practices. During this time, she also successfully navigated two corporate takeovers and adapted to

the evolving standards of three mining companies—Pretivm Resources, Newcrest Mining, and Newmont—further expanding industry expertise and versatility.

### **Nick Stoneberger, Director of Construction**

Nick Stoneberger is Director of Construction at Cambria Gold Mines Inc., where he is responsible for the strategic leadership, governance, and execution oversight of all construction activities across the Company's Premier and Red Mountain projects. He brings extensive experience delivering complex mining and infrastructure projects in northern and remote jurisdictions, with a strong focus on safety, regulatory compliance, capital discipline, and operational readiness.

Nick's experience spans both underground and open-pit mine development, processing facilities, infrastructure upgrades, and brownfield restart environments. He has led multi-disciplinary teams through all project phases, from early planning and constructability through commissioning and handover. His approach emphasizes fit-for-purpose solutions that align engineering, construction, and operations to ensure projects are delivered safely, on schedule, and within budget.

He holds a Bachelor of Mechanical Engineering from McGill University and is based in British Columbia.

### **Ranj Pillai, VP External Affairs**

Ranj Pillai is a business executive and former public sector leader who served as the tenth Premier of the Yukon. Over nearly a decade in territorial politics, he held several senior cabinet portfolios, including energy, mines and resources and economic development, and was the minister responsible for the territory's development and energy corporations.

Over nearly a decade in government, Pillai focused on strengthening and diversifying the Yukon's economy through responsible resource development, strategic infrastructure investment, and targeted support to entrepreneurs and the resource sector while advancing reconciliation. As Premier, he brought national attention to Arctic security and northern infrastructure, advocating for a Northern trade corridor to expand territorial access to domestic and international markets, advancing the connection of the Yukon's electrical grid to British Columbia, and supporting initiatives to increase the Yukon's access to tidewater.

Pillai worked collaboratively with Yukon First Nations and industry to modernize mineral resource management and enhance regulatory clarity. He is a signatory to the 2017 memorandum of understanding between the Government of Yukon and self-governing Yukon First Nations, which addressed the full lifecycle of mineral development, from prospecting to post-closure management.

Pillai has served as a co-chair for the federal, provincial, and territorial Energy and Mines Ministers' meeting and Internal Trade Table, and chaired the 2024 Western Premiers' Conference and 2025 Northern Premier's Conference.

Before entering territorial politics, Pillai held senior leadership roles with Gorilla Minerals Corporation, Champagne and Aishihik First Nation, Northern Vision Development, the City of Whitehorse, and Yukon University. He is currently CEO of Seva Mining, a gold exploration company. He holds a Bachelor of Arts from King's College, comes from a proud multi-generational mining family, and lives in Whitehorse with his wife and sons.

### **Sam Brezden, VP Communications and Community**

Sam Brezden is an Indigenous senior communications and engagement leader with more than a decade of experience supporting complex construction, mining, and infrastructure projects across Canada. She brings deep expertise in corporate and investor-facing communications, market positioning, stakeholder strategy, and regulatory communications, with a proven ability to deliver

clear, transparent, and credible messaging that strengthens shareholder confidence and supports informed decision-making.

Throughout her career, Sam has advised executive teams and boards on high-stakes communications and led multi-layered stakeholder programs for major resource projects, including her work with Nations Royalty Corp, a majority Indigenous-owned royalty company. Previously, she founded and led a public relations firm specializing in the construction and mining sectors, and is recognized for aligning community and corporate priorities to build long-lasting partnerships, while communicating outcomes with clarity, credibility, and impact.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not applicable.

**Item 7 Omitted Information:**

No significant facts otherwise required to be disclosed in this report have been omitted.

**Item 8 Executive Officer:**

For further information, please contact:

Rob McLeod  
778-725-1060

**Item 9 Date of Report:**

February 19, 2026