

Form 51-102F3
Material Change Report

Item 1 – Name and Address of Company:

Fredonia Mining Inc. (the “**Company**”)
82 Richmond Street East
Toronto, Ontario, Canada
M5C 1P1

Item 2 – Dates of Material Changes:

November 11, 2024 and November 12, 2024

Item 3 – News Releases:

News releases with respect to the material changes referenced in this report were disseminated on November 7, 2024 and November 11, 2024 via GlobeNewswire and copies of such news releases were subsequently filed on the System for Electronic Data Analysis and Retrieval + (“**SEDAR+**”) website at www.sedarplus.com.

Item 4 – Summary of Material Changes:

On November 11, 2024, the Company announced a mineral resource estimate for the Company’s El Dorado Monserrat (“**EDM**”) gold-silver project in Santa Cruz, Argentina.

On November 12, 2024, the Company filed articles of amendment to consolidate its outstanding common shares (the “**Common Shares**”) at a ratio of five pre-consolidation Common Shares for every one post-consolidation Common Share.

Item 5 – Full Description of Material Changes:

5.1 Full Description of Material Changes

Announcement of Mineral Resource Estimate

On November 11, 2024, the Company announced a mineral resource estimate (“**MRE**”) at its wholly-owned EDM Project in Santa Cruz province, Argentina. The MRE includes the Main Vein, Abanico, Bajo Pedernal and Monserrat West targets at in-pit Northern Monserrat Sector, and only the Herradura Hill target at in-pit Southern Mineralized Corridor.

A summary of the mineral resource estimate is in the table below:

TABLE 1. MINERAL RESOURCE ESTIMATE STATEMENT ⁽¹⁻⁶⁾

Category		Ktons	Au Eq* g/t	Au g/t	Ag g/t	Au Eq* Moz	Au Moz	Ag Moz
North	Measured	35,554.4	0.93	0.66	20.26	1.064	0.756	23.159
	Indicated	36,481.3	0.81	0.56	18.52	0.950	0.660	21.721
	Inferred	180.1	1.01	0.61	29.71	0.006	0.004	0.172
South	Measured	1,406.1	0.75	0.58	12.64	0.034	0.026	0.571
	Indicated	7,906.3	0.78	0.60	14.22	0.199	0.151	3.616
	Inferred	386	0.78	0.57	15.62	0.010	0.007	0.194
Total (M&I)		8,348.1	0.86	0.61	18.76	2.248	1.593	49.067
Total (Inferred)		566.1	0.85	0.58	20.10	0.015	0.011	0.366

Notes: Ktons: thousands of tonnes.

Moz: millions of ounces.

Figures may not add exactly due to rounding.

- (1) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. It is noted that no specific issues have been identified as yet.
- (2) The quantity and grade of reported Inferred mineral resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred mineral resources as an Indicated or Measured mineral resources and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.
- (3) Mineral Resources were estimated utilizing S-Gems and Rec-Min software and conventional block modeling within 3D wireframes defined on a 0.40% gold cut-off, capped composites and inverse distance grade interpolation.
- (4) The mineral resources in this report were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.
- (5) The 0.40% gold resource cut-off grade was derived from long term average gold price of US\$1,800/oz, 90.0% process recovery, 4.5% royalties, US\$ 7.0/t process cost, US\$ 5.0/t transportation & refining and US\$ 4.0/t G&A cost. An optimized pit shell was utilized for resource reporting that utilized a US\$ 2.0/t mining cost and 45 degree pit slopes.
- (6) Gold grade equivalent (“Au Eq”) is derived from gold metal price of US\$1,800/oz, and silver metal price of US\$24/oz. Au Eq assume Au and Ag recoveries of 90.0%. The limited metallurgical studies by Fredonia (selective Bottle rolls from Main Veins material) have indicated high (>90%) recovery of gold in oxide material. The Cerro Vanguardia mine to the east of EDM with similar mineralization reports recoveries in the high 90% for Au. Accordingly, the formula used for Au Eq is:

$$\text{Au Eq (g/t)} = \text{Au (g/t)} + [\text{Ag (g/t)} \times (24/1,800) \times (0.9/0.9)]$$

The modeling and geostatistics analysis of the deposit was carried out using four different software packages: RecMin and S-Gems (kriging and block model construction, modeling and

exploratory data analysis, model validation) and GSLIB and AlphaRho (variography and exploratory data analysis).

Log - probability graphs were used in conjunction with the statistical distribution of the different populations to define the threshold to cap the outliers of the studied populations. The objective is to limit the influence of very high values on the interpolation of grades.

To estimate gold and silver, it is necessary to bring all sample lengths to a constant length. All samples have a constant support equal to 1.0 meter.

The North and South geological models are open in all directions, so they do not allow the spatial delimitation of mineralization.

The indicator method was used to find the limits of the three-dimensional body; then, ordinary kriging is the best linear estimator of the grade of a three-dimensional set.

The block model contains unit blocks of 5m x 5m x 5m, a reasonable value for this type of deposits. Kriging assigns a weight to each sample and these weights are calculated in such a way as to minimize the estimation error.

From the specific gravity tests, the constant value of 2.61 ton/m³ was used for the two northern and southern sectors.

The method used to the mineral resource categorized (Inferred, Indicated and Measured) is based on the relative geostatistical estimation error (for gold) of each unit block.

The Mineral Resource Estimate was derived from applying a gold cut-off grade to the block model and reporting the resulting tonnes and grade for potentially mineable areas.

A 0.40 g/t Au lower cut-off grade inside a US\$1,800 optimised open pit has been used to report that part of the MRE that has reasonable prospects of future economic extraction via open pit mining. The surface optimization parameters reflect internally researched costs and assumptions for similar style projects in Argentina.

Open Pit gold Cut-Off Grade Calculation:

A. Gold price	US\$1,800/oz
B. Ore Mining cost	US\$ 2.0/t
C. Waste Mining cost	US\$ 2.0/t
D. Process cost	US\$ 7.0/t
E. Transportation & Refining	US\$ 5.0/t
F. General & Administration	US\$ 4.0/t
G. Gold Recovery	90.0 %
H. Royalties	4.5 %

Therefore, the gold cut-off grade for the open pit resource estimate is calculated as follows:

$$\text{Cut-Off Grade: } (B+C+D+E+F) / (A \times G \times H) = 0.40 \text{ g/t Au}$$

The resulting MRE is tabulated in Table 1 above. The qualified persons for the estimate (“QPs”) consider that the mineralization of the El Dorado Monserrat Project is potentially amenable to open-pit extraction.

Project-specific metallurgical test work for metal recovery is at a very preliminary stage at El Dorado Monserrat. Six cyanidation tests were conducted on different grind sizes on 1,000 g charges. After 48 hours, gold recoveries ranging from 92.1% to 97.3% were achieved, while silver recoveries ranged from 62.1% to 83.7%, varying according to grind size and cyanide concentration. The Cerro Vanguardia mine to the east of EDM with similar mineralization reports recoveries in the high 90% for Au.

Mineral resources are sensitive to the selection of the reporting criteria for the gold cut-off grade. The sensitivities of the cut-off are demonstrated for the North and South pits constrained resource in following table:

TABLE 2. SUMMARY OF SENSITIVITY RESULTS FOR GOLD CUT-OFF GRADE

Cut-off	Ktons	Au Eq* g/t	Au g/t	Ag g/t	Au Eq* Moz	Moz Au	Moz Ag
0.1	131,223.6	0.71	0.49	16.53	3.016	2.086	69.754
0.2	128,674.0	0.72	0.50	16.73	2.995	2.072	69.224
0.3	110,174.7	0.78	0.54	17.48	2.747	1.921	61.916
0.4	81,348.1	0.86	0.61	18.76	2.248	1.593	49.067
0.5	46,884.5	1.02	0.72	21.87	1.534	1.092	33.111
0.6	21,994.5	1.24	0.93	23.74	0.878	0.654	16.786
0.7	12,666.9	1.45	1.13	24.06	0.592	0.461	9.797

Notes: The base case estimate presented above is subject to the same assumptions and qualifications described in Notes 1-6 of Table 1 above.

Preparation of Mineral Resource Calculation

The mineral resource estimate was prepared by independent QP Mario Alfaro Cortés of Chile, commissioned by the Company, and is calculated for two deposits, North and South. The estimate was prepared in accordance with the CIM Standards on Mineral Resources and Reserves: Definitions and Guidelines (CIM 2014).

Quality Assurance/Quality Control

All core samples were submitted to the principal Alex Stewart Laboratories in San Julián city for preparation and in Mendoza city for the analysis. All samples were analyzed for Au and Ag by fire assay/ AA finish 50 g, plus a 39-element ICP-AR finish. The Company followed industry standard procedures for the work with a quality assurance/quality control (“QA/QC”) program. Blanks and reference material of High grade/ Low grade Gold and High grade/ Low grade Silver standards were included with all sample shipments to the principal laboratory. Field duplicates were made from coarse reject. The Company detected no significant QA/QC issues during review of the data.

Mr. Fernando Ganem, is a QP as defined by Canadian National Instrument 43-101. Mr. Ganem visited the property and technical contents of this material change report as they relate to the EDM Project and the MRE are based upon information prepared by Mr. Ganem.

Data Verification

Mr. Ganem has previous experience with the EDM property and the historical QA/QC procedures undertaken for the preparation of previous results and has previously conducted the verification activities on drilling and sampling results described in the Company's technical report entitled "Technical Report on the El Dorado-Monserrat Property in Santa Cruz Province, Argentina" dated February 15th, 2021.

Mr. Ganem was physically present to inspect and take verification samples from drill core in the most recent drilling campaign, and verify drill results against data-base information provided by management to ensure the assay results presented are those in the database. Digital "original" final assay reports (certificates) were provided to the QP at the time of disclosure for verification.

Consolidation of Common Shares at Ratio of 5:1

On September 18, 2024, the Company announced that it intends to hold a meeting of shareholders on October, 23, 2024 to seek shareholder approval of a proposed consolidation of the Company's issued and outstanding common shares at a ratio of up to 10 pre-consolidated Common Shares for each one post-consolidated Common Share, with the specific consolidation ratio to be decided by the board of directors of the Company (the "**Board**").

On October 23, 2024, the Company's shareholders approved the proposed consolidation.

By resolution dated November 7, 2024, the Board approved a resolution authorizing the Company to complete a consolidation at a ratio of five pre-consolidated Common Shares for each one post-Consolidation Common Share (the "**Consolidation**"). The Company announced the details of the proposed Consolidation in a news release on November 7, 2024.

On November 12, 2024, the Company filed articles of amendment with respect to the Consolidation. The articles of amendment are available on the Company's profile on SEDAR+ at www.sedarplus.ca.

Prior to the completion of the Consolidation, the Company had 228,043,257 issued and outstanding Common Shares. Immediately upon completion of the Consolidation, there were 45,608,635 issued and outstanding Common Shares (after accounting for the rounding-down of any fractional shares down at the individual holder level). The Common Shares began trading on a post-Consolidation basis on November 15, 2024.

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:

Not applicable.

Item 8 – Executive Officer:

Name: Carlos Espinosa
Title: Chief Financial Officer
Telephone Number: +1 (647) 401-9292

Item 9 – Date of Report:

November 21, 2024

Cautionary Note Regarding Forward-Looking Statements

This material change report contains certain “Forward-Looking Statements” within the meaning of applicable securities legislation relating to the Company and the EDM project, including statements regarding the prospectivity of the EDM project for gold and silver mineralization, including the potential for metal recoveries from any mineral processing activity, the mineral resource estimate at the EDM Project, and the Company’s future exploration plans. Words such as “might”, “will”, “should”, “anticipate”, “plan”, “expect”, “believe”, “estimate”, “forecast” and similar terminology are used to identify forward looking statements and forward-looking information. Such statements and information are based on assumptions, estimates, opinions and analysis made by the Company considering its experience, current conditions and its expectations of future developments as well as other factors which it believes to be reasonable and relevant. Forward-looking statements and information involve known and unknown risks, uncertainties and other factors, including, without limitation, the factors described in the Company’s filing statement dated June 22, 2021 available on SEDAR at www.sedar.com under the heading “Risk Factors” that may cause actual results to differ materially from those expressed or implied in the forward-looking statements and information and accordingly, readers should not place undue reliance on such statements and information and the Company can give no assurance that they will prove to be correct. The statements in this material change report are made as of the date of this report. The Company undertakes no obligation to update forward-looking statements made herein, or comment on analyses, expectations or statements made by third parties in respect of the Company or its securities, other than as required by law.