

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

GREAT PACIFIC GOLD CORP. ("GPAC")
Suite 488, 1090 West Georgia Street
Vancouver, BC
V6E 3V7

Item 2. Date of Material Change

September 20, 2023

Item 3. News Release

The news release (the "News Release") was issued on September 21, 2023, and disseminated by GlobeNewswire.

Item 4. Summary of Material Change

GPAC announced that it completed its acquisition (the "Acquisition") of Wild Dog Resources Inc. ("WDR") pursuant to the amalgamation agreement with 15103452 Canada Inc., a wholly-owned subsidiary of GPAC, and WDR.

WDR owns and/or has the right to earn an interest in three (3) separate mineral properties located in Papua New Guinea ("PNG"): the Wild Dog Project, the Arau Project and the Kesar Creek Project (collectively, the "WDR Properties") through Exploration Licenses ("ELs") and Exploration License Applications ("ELAs"). The details of the underlying agreements in relation to the WDR Properties are set out in GPAC's news release dated July 5, 2023.

Terms of the Acquisition

The shareholders of WDR (the "WDR Shareholders") received an aggregate of 16,161,441 common shares of GPAC (the "Common Shares"), and each WDR Shareholder received one (1) Common Share for every 7.028 common shares of WDR (the "WDR Shares") held (the "Exchange Ratio"), subject to certain restrictions on resale.

The warrant holders of WDR (the "WDR Warrant holders") received an aggregate of 526,892 Common Share purchase warrants (the "Warrants"), and each WDR Warrant holder received Warrants exercisable to acquire such number of Common Shares as is equal to the number of WDR Shares issuable under each such WDR Share purchase warrant (a "WDR Warrant") multiplied by the Exchange Ratio at an exercise price per Common Share equal to the exercise price of such WDR Warrant divided by the Exchange Ratio until the expiry time of such WDR Warrant.

The optionees of WDR (the "WDR Optionees") received an aggregate of 1,553,679 stock options of GPAC (the "Options"), and each WDR Optionee received Options exercisable to acquire such number of Common Shares as is equal to the number of WDR Shares issuable under each such stock option of WDR (a "WDR Option") multiplied by the Exchange Ratio at an exercise price per Common Share equal to the exercise price of such WDR Option divided by the Exchange Ratio until the expiry time of such WDR Option.

Immediately prior to the closing of the Acquisition (the "Closing"), WDR had a working capital of C\$950,000, excluding certain payments relating to the WDR Properties, accrued fees and termination benefits and corporate and legal costs in the ordinary course of business.

On Closing, GPAC appointed Iain Martin, a director of WDR, as a director of GPAC.

The Wild Dog Project

The Wild Dog Project consists of one EL (EL 2761) and one ELA (ELA 2516) totalling 1424 sq. km, which are located on the island of New Britain and are approximately 50 km southwest of Rabaul and Kokopo, PNG.

The Arau Project

The Arau Project consists of one EL (EL 2651) and one ELA (ELA 2715), located in the Kainantu region, Eastern Highlands Province, PNG, which are immediately east of and adjoining the Kainantu gold mine owned by K92 Mining Inc.

The Kesar Creek Project

The Kesar Creek Project consists of one ELA (ELA 2711) and is located 10 km from the Kora gold deposit owned by K92 Mining Inc.

Item 5. Full Description of Material Change

Please see the News Release attached hereto as Schedule "A."

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Bryan Slusarchuk
Chief Executive Officer
604.802.4447

Item 9. Date of Report

September 29, 2023

SCHEDULE "A"

NEWS RELEASE

(See attached)



Great Pacific Gold Completes Acquisition of Wild Dog Resources Inc.

September 21, 2023. Great Pacific Gold Corp. ("Great Pacific Gold," "GPAC," or the "Company") (TSXV: GPAC) (OTCQX: FSXLF) (Germany: 4TU) is pleased to announce that it has completed its acquisition of Wild Dog Resources Inc. ("WDR") pursuant to the terms of an amalgamation agreement (the "Amalgamation Agreement") with 15103452 Canada Inc., a wholly-owned subsidiary of GPAC ("GPAC Sub"), and WDR. WDR owns and/or has the right to earn an interest in three (3) separate high-grade gold-copper mineral properties located in Papua New Guinea ("PNG"): the Wild Dog Project, the Arau Project and the Kesar Creek Project (collectively, the "WDR Properties") through Exploration Licenses ("EL") and Exploration License Applications ("ELA").

Highlights of Acquisition:

- **2166 sq. km land position assembled via the acquisition of interests in a variety of ELs and ELAs**
- **includes 614 sq. km project contiguous with and SE of K92 Mining Inc. exploration tenements**
- **includes 130 sq. km project contiguous with and NW of K92 Mining Inc. tenements, 10 km from mining operations**
- **PNG ELs and ELAs contain multiple high priority gold and copper targets**

Bryan Slusarchuk, CEO of GPAC, states, "We are pleased to diversify our portfolio with these high-quality gold and copper assets in PNG. With the financial and technical experience of various team members in PNG, we are in an excellent position to unlock the potential upside of these high-grade assets. We look forward to building on the excellent work that WDR has completed on multiple high priority gold and copper drill targets across the land package."

Terms of the Acquisition

Pursuant to the Amalgamation Agreement, in consideration of WDR:

- The shareholders of WDR (the "WDR Shareholders") received an aggregate of approximately 16,161,441 common shares of GPAC (the "Common Shares"), and each WDR Shareholder received one (1) Common Share for every 7.028 WDR Shares held (the "Exchange Ratio") (rounded down to the nearest whole number of Common Shares).
- The Common Shares issued to the WDR Shareholders are subject to voluntary restrictions on resale, of which 33.3% of the Common Shares will not be subject to restrictions on resale, 33.3% of the Common Shares will be subject to restrictions on resale for a period of three (3) months following closing of the Acquisition ("Closing") and 33.4% of the Common Shares will be subject to restrictions on resale for a period of six (6) months following Closing.

- The warrant holders of WDR (the “WDR Warrant holders”) received an aggregate of approximately 526,892 Common Share purchase warrants (the “Warrants”), and each WDR Warrant holder received Warrants exercisable to acquire such number of Common Shares as is equal to the number of WDR Shares issuable under each such WDR Share purchase warrant (a “WDR Warrant”) previously held by such WDR Warrant holder multiplied by the Exchange Ratio (rounded down to the nearest whole number of Common Shares) at an exercise price per Common Share equal to the exercise price of such WDR Warrant per WDR Share divided by the Exchange Ratio until the expiry time of such WDR Warrant.
- The optionees of WDR (the “WDR Optionees”) were granted an aggregate of approximately 1,553,679 stock options of GPAC (the “Options”), and each WDR Optionee was granted Options exercisable to acquire such number of Common Shares as is equal to the number of WDR Shares issuable under each such stock option of WDR (a “WDR Option”) previously held by such WDR Optionee multiplied by the Exchange Ratio (rounded down to the nearest whole number of Common Shares) at an exercise price per Common Share equal to the exercise price of such WDR Option per WDR Share divided by the Exchange Ratio until the expiry time of such WDR Option.

Immediately prior to Closing, WDR had a working capital of C\$1,000,000, excluding payments due prior to Closing under the agreements relating to the WDR Properties, payments made to satisfy all accrued fees and termination benefits under the executive compensation agreements and payments of corporate and legal costs in the ordinary course of business.

On Closing, GPAC appointed Iain Martin, a director of WDR, as a director of GPAC.

Information Concerning the WDR Properties

The WDR Properties comprise of a 2,166 sq. km mineral exploration land package in PNG consisting of two ELs and multiple ELAs.

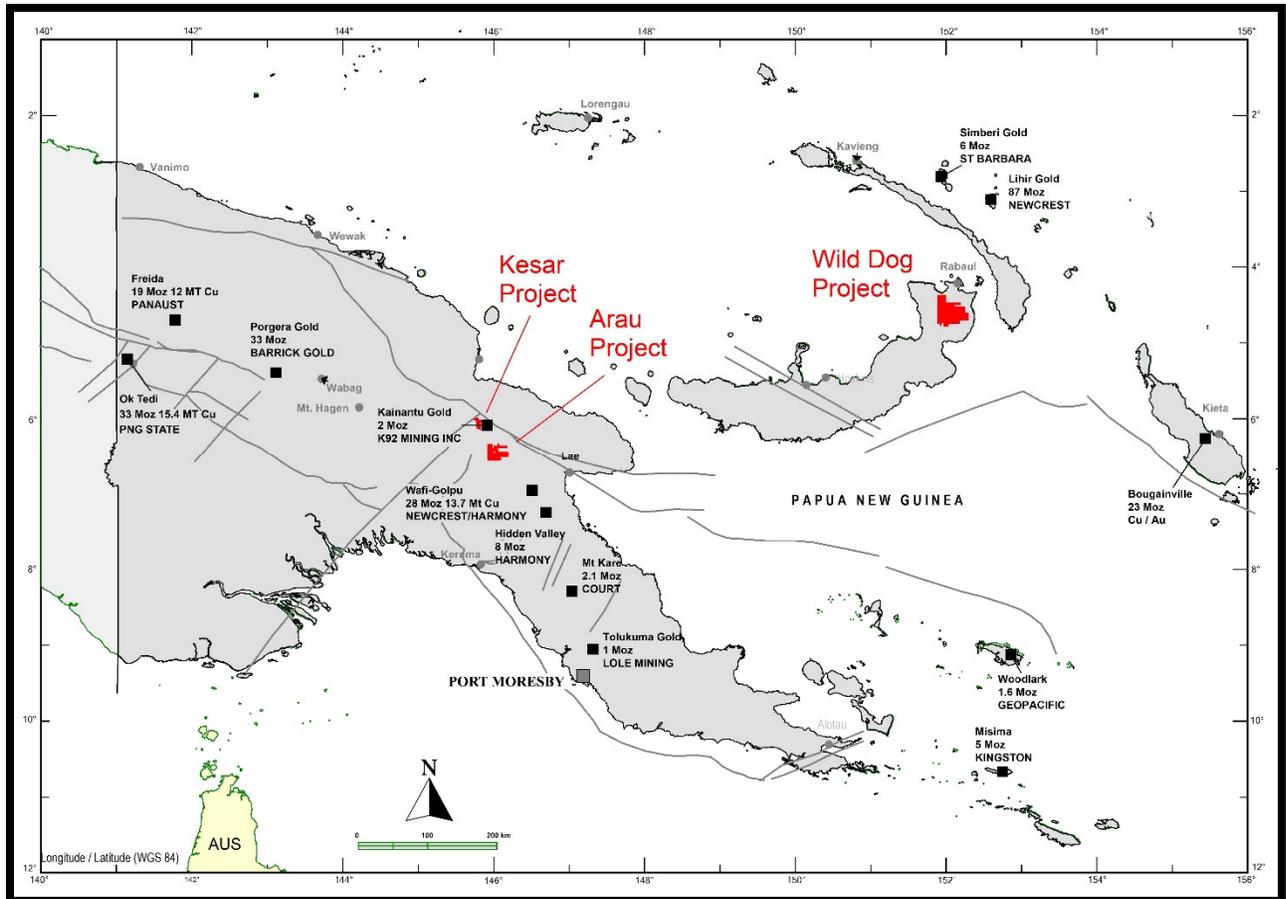


Figure 1. Papua New Guinea Project Location Map

The Wild Dog Project

The Wild Dog Project consists of one EL and one ELAs (ELA 2516 and EL 2761) totalling 1424 sq. km, which are located on the island of New Britain and are approximately 50 km southwest of Rabaul and Kokopo, PNG.

The Wild Dog Project occurs within a major NNE trending structure of at least 26 km in length which transect apparent volcanic caldera structures and intrusions. During the Mio-Pliocene at least three volcanic centres, known as the Nengmutka, Keravat and Sikut calderas, were localised along this horst and graben zone. This structural corridor constitutes an epithermal and porphyry hydrothermal-magmatic mineralized field.

The Nengmutka Caldera, which hosts the Wild Dog deposit, is characterised by a suite of calc-alkaline andesite breccia and ash flow tuff known as the Nengmutka Volcanics (Lindley, 1988). This formation has

been mapped over an area of 600 sq. km. Tonalite of the Arabam Diorite intrudes the volcanic sequence and appears to be partly coeval with the caldera related volcanism.

The precious metal prospects are associated with epithermal type veining that contain gold-silver-telluride (Au-Ag-Te) mineralisation. Gold and silver occur as native metals and as telluride minerals. Porphyry copper-gold type mineralization also occurs associated with these intrusion centres that usually underly the epithermal systems. The whole of the recognised belt is held within the Wild Dog tenements.

Within the central part of the Wild Dog project, a significant structural corridor called the “Wild Dog – Gunsap Corridor” occurs. The corridor is at least 15 km long and up to 4 km wide and hosts at least three porphyry copper-gold prospects and several epithermal gold deposits and prospects.

The original Wild Dog epithermal gold deposit occurs within the “Wild Dog – Gunsap Corridor” in the central part of the tenements. It was discovered in 1983, with exploration including extensive mapping, trenching, rock sampling and drilling between 1983 and 2005 by various explorers. New Guinea Gold Limited operated a small open pit mining operation from 2007 and 2011. No exploration has occurred since the closure of the mine.

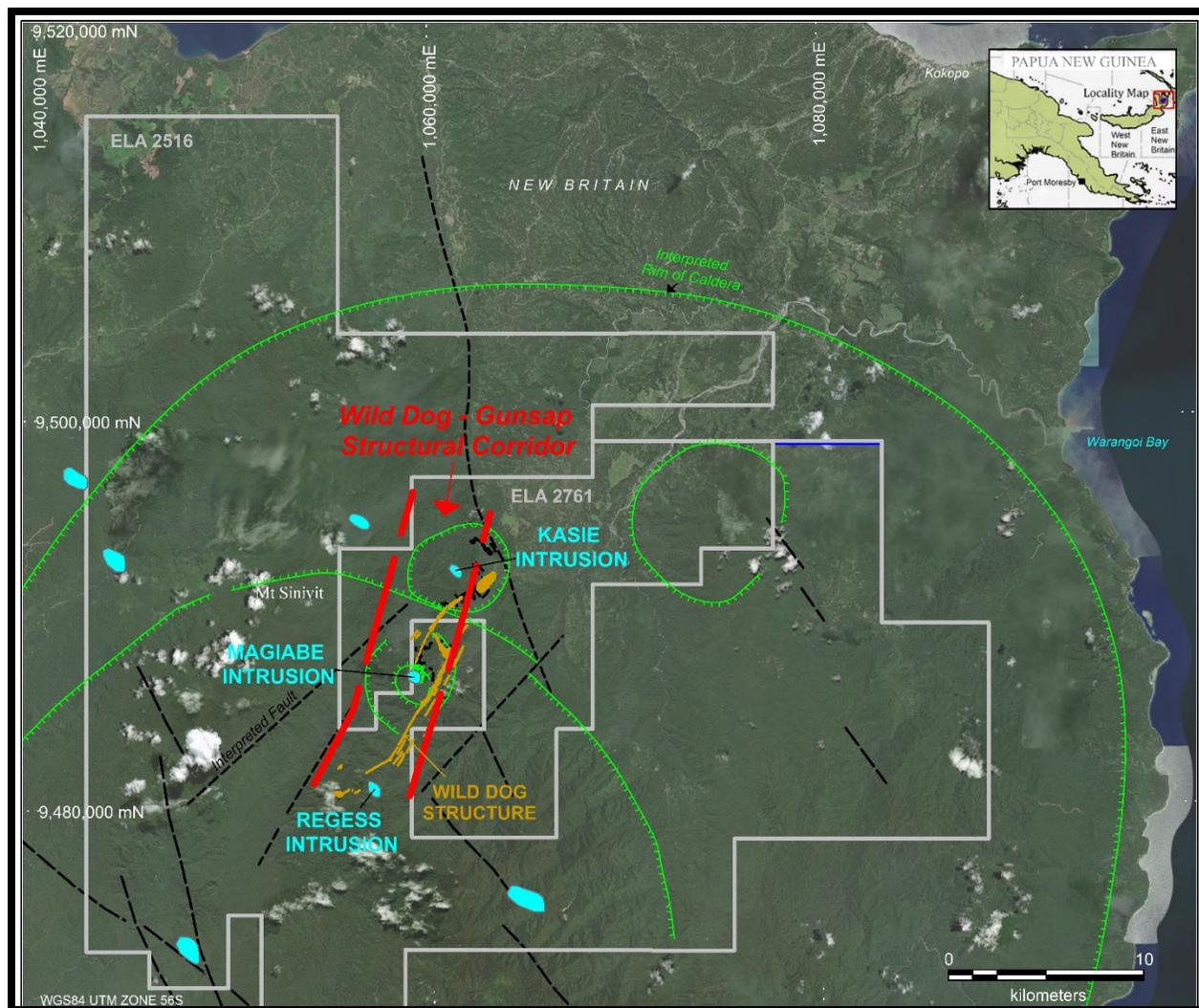


Figure 2. Wild Dog Project Location and Tenements Maps

Historical work completed by a previous operator returned significant gold assays. Channel sampling at the Kavursuki Prospect yields 4m at 9.41 g/t Au and at the Kargalio Vein 6m at 11.5 g/t Au.

Drilling of the Kavursuki Prospect by previous explorers, located within the Wild Dog Zone and north of the former Wild Dog mine, also yielded positive high-grade results.

Table 1 – Kavursuki Prospect Significant Drill Intercepts

Hole ID	N	E	RL	Depth	Azim	Dip	From (m)	Length (m)	Au g/t	Cu ppm
90KVD005	9490500	395008	787	85.60	101.50	-45.00	5.35	1.25	12.80	1200
90KVD009	9490834	395227	758	93.85	101.50	-45.00	44.65	3.75	11.21	639
10KVD016	9490464	394971	798	51.00	101.50	-50.00	35.44	8.06	6.49	194
10KVD017	9490464	394970	798	50.00	101.50	-65.00	29.08	1.12	33.70	120
11KVD019	9490496	395039	807	45.10	101.50	-60.00	11.10	5.25	9.45	167
11KVD020	9490537	395045	805	50.90	101.50	-50.00	32.45	11.05	3.18	377

11KVD025	9490809	395241	752	45.20	101.50	-50.00	14.75	8.15	18.77	2801
11KVD026	9490810	395272	776	51.70	281.50	-60.00	33.80	5.10	14.70	101
11KVD027	9490870	395252	767	56.10	101.50	-50.00	30.70	1.90	10.35	46

Apart from the drilling conducted at the former Wild Dog gold mine there remain several drill intercepts that require further exploration outside of the mine environment as tabulated below, apart from the various trenching and channel sampling targets.

Table 2 – Wild Dog Prospect Area Significant Drill Intercepts

Hole ID	N	E	RL	Depth	Azim	Dip	From	Length	Au g/t	Cu ppm
86WDD020	9489141	394278	983	259.35	103.50	-60.00	129.35	7.70	5.28	902
87WDD024	9489117	394316	965	152.55	98.50	-60.00	138.25	5.10	8.32	8556
87WDD027	9489115	394325	965	200.40	98.50	-60.00	117.95	6.20	19.13	786
87WDD040A	9489219	394320	994	280.99	103.50	-60.00	148.60	4.20	12.50	4066
87WDD045	9489235	394287	988	300.20	103.50	-60.00	201.30	2.85	16.94	32123
87WDD051	9489249	394257	985	309.10	103.50	-60.00	253.95	6.05	7.29	2054
87WDD058	9489285	394359	977	285.90	101.50	-60.00	147.00	12.45	4.96	6694
87WDD064	9489179	394289	1001	290.60	101.50	-60.00	158.00	14.95	2.73	650
87WDD065	9489160	394330	996	250.10	101.50	-60.00	142.70	4.65	5.49	3246
87WDD069	9489139	394375	991	123.50	101.50	-60.00	88.55	7.75	7.12	7151
08WDD111	9489393	394513	906	100.00	281.50	-60.00	48.40	7.10	5.47	931
85WDD014	9488708	394260	954	86.20	113.50	-51.00	48.25	5.25	9.79	10863
86WDP010	9488839	394302	909	60.00	83.50	-60.00	34.00	6.00	6.71	5047
87WDD040A	9489219	394320	994	280.99	103.50	-60.00	164.55	13.50	8.56	3056
90WDD086	9488948	394337	890	79.00	78.50	-50.00	18.45	11.25	16.22	3473
97WD098	9489389	394487	905	39.00	98.50	-45.00	12.00	8.00	9.73	NA*

NA* - not assayed or not available.

Table 3 – Mengmut Prospect Significant Drilling Intercepts

Hole ID	North	East	RL	Depth	Azim	Dip	From	Length	Au g/t	Cu ppm
MRC01	9487963	393871	968	20.00	0.00	-90.00	2.00	18.00	3.05	3084
MRC02	9487978	393874	971	30.00	0.00	-90.00	0.00	18.00	3.07	1053
90WDD087	9488091	394082	1021	61.95	101.50	-50.00	7.30	1.35	5.02	1650
90WDD088	9488104	394070	1023	40.30	101.50	-50.00	21.30	1.55	3.95	25
MMD003	9486870	393532	924	104.00	133.00	-50.00		2.35	4.42	NA*
MMD006	9486770	393479	945	122.05	133.00	-50.00		2.55	4.16	NA*

Additionally, multiple samples collected from a historic stockpile near the Wild Dog Zone returned bonanza grades of gold and copper including Sample 30104 which assayed 242 g/t Au, 601 g/t Ag, 9.52% Cu and Sample 68001 which assayed 122.5 g/t Au, 350 g/t Ag and 11% Cu.

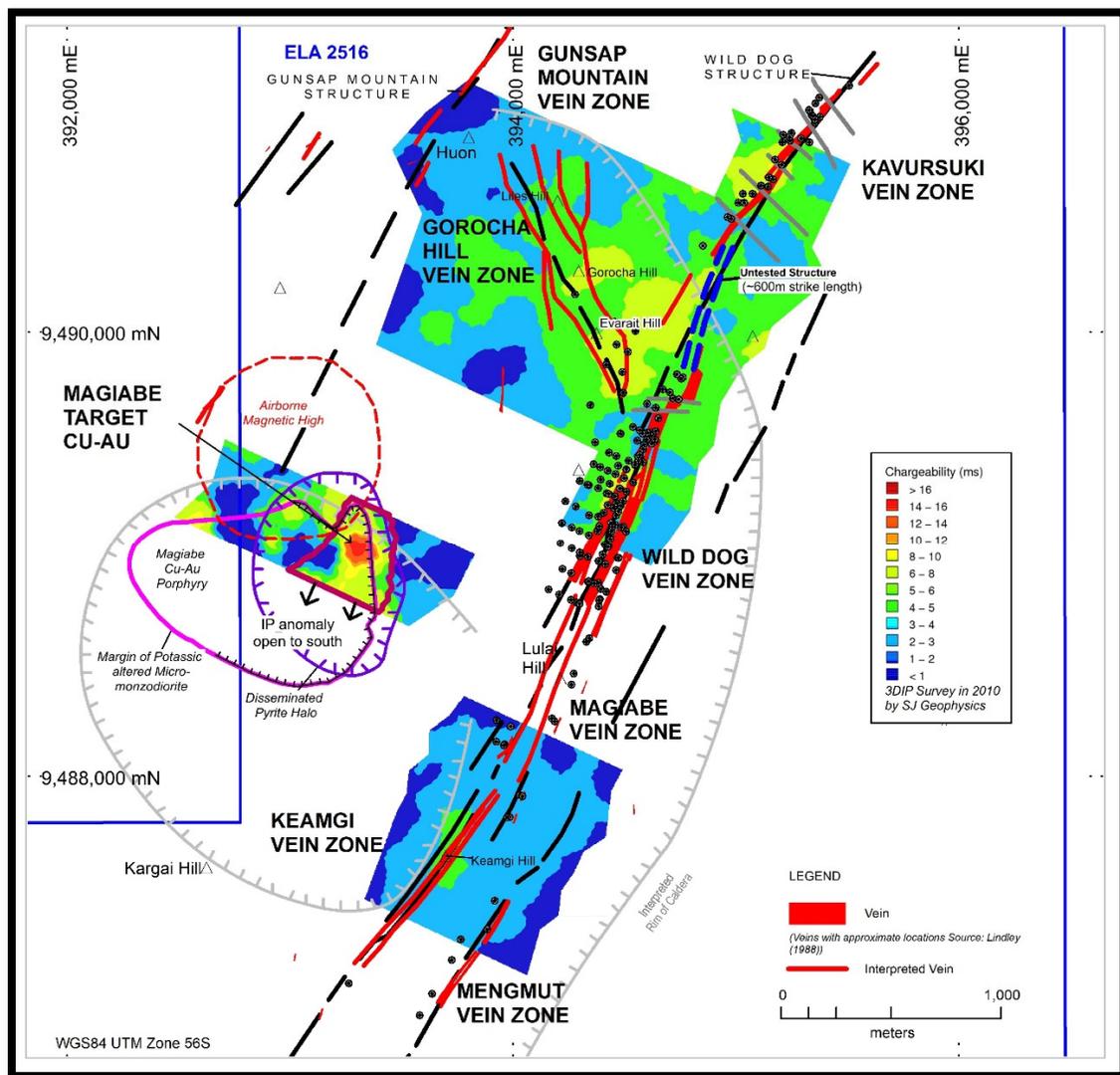


Figure 3 - Previous IP exploration survey at Wild Dog Project.

The exploration program at the Wild Dog Project will initially focus on drilling extensions to known gold mineralization within the Wild Dog – Kavursuki mineralized corridor (Tables 1 & 2) as well as other targets within the Wild Dog Structure such as Mengmut prospect (Table 3). Other targets to be explored include the copper-gold Magiabe porphyry target as well as regional geochemical targets established by previous explorers. Extension of the IP coverage in the Magiabe area could better define the target. Orientation soil geochemistry and auger drilling through the shallow cover sequence in prospective areas will be undertaken (**Error! Reference source not found.3**).

The details of the underlying agreements on the Wild Dog Property are set forth in the news release dated July 5, 2023.

The Arau Project

The Arau Project consists of one EL (EL 2651) and one ELA (ELA 2715), located in the Kainantu region, Eastern Highlands Province, PNG, which are immediately east of and adjoining the Kainantu gold mine owned by K92 Mining Inc.

Initial exploration work by previous operators has identified two potential deposit types at the Arau Project:

- epithermal-high sulphidation gold (Sabudia Hill, Onga Hill and Erandora prospects) and
- copper-gold porphyry prospects (Mt. Victor, Mt. Aiyonka, Ebitara and P1 prospects).

Within the licence area, the Mt. Victor Prospect (copper-gold porphyry target) covers an area of 800m by 400m, and previous drilling suggests that the prospect area is a multiple phase intrusion complex that is copper, and gold mineralized. It is a drill ready prospect in which previous channel sampling has identified the following strong gold grades:

- 38m @ 2.64 g/t Au
- 12m @ 5.5 g/t Au
- 18m @ 2.4 g/t Au
- 10m @ 3.7 g/t Au.

These channel samples are in the central part of the Mt Victor prospect southwest of the former Mt Victor gold mine (Figure 5). Previous drilling was carried out in the 1980s, and all drillholes presented were vertical, which is not appropriate for the subvertical fault zones present within the prospect.

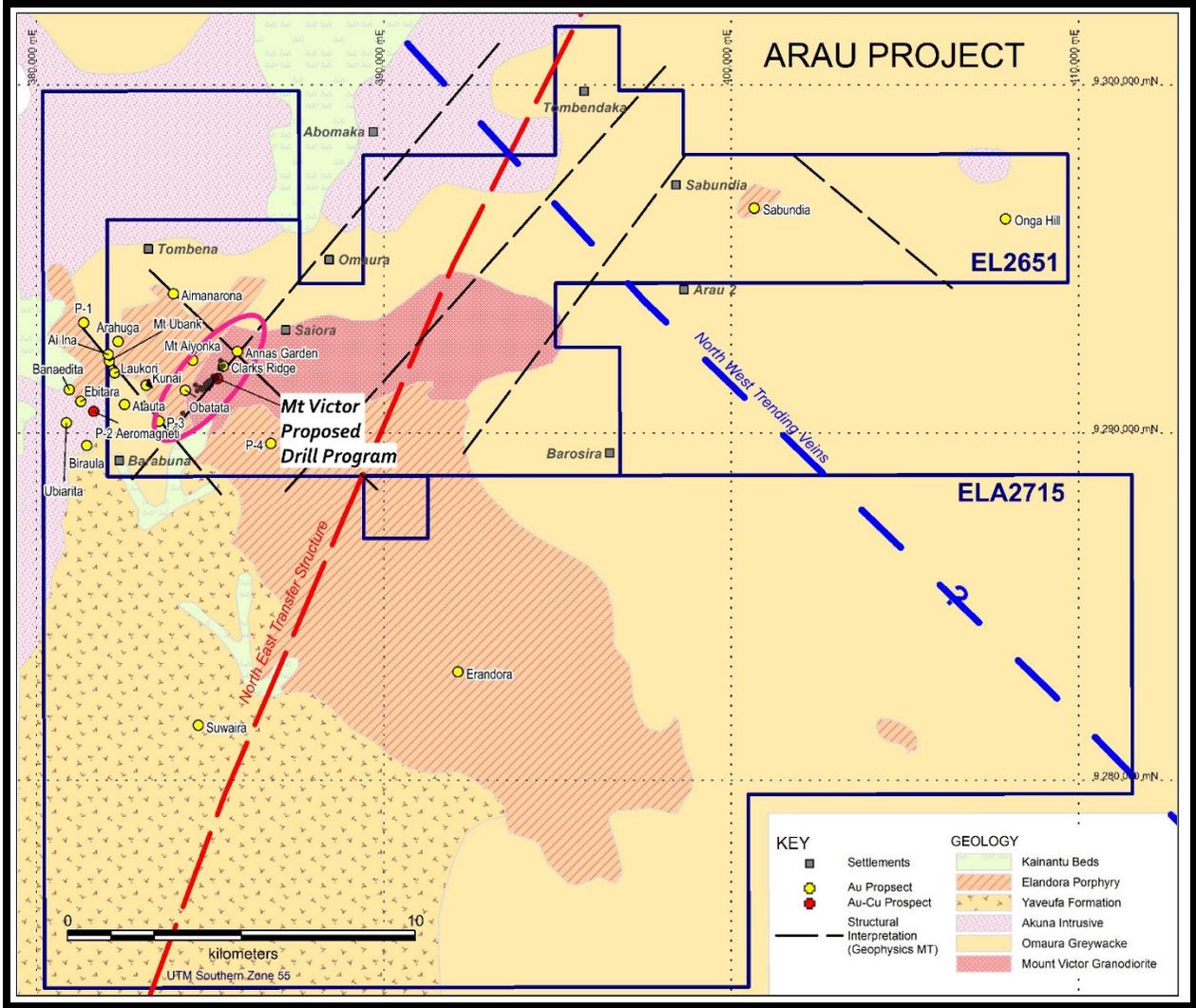


Figure 4 Arau Project Geology and Prospect Location map

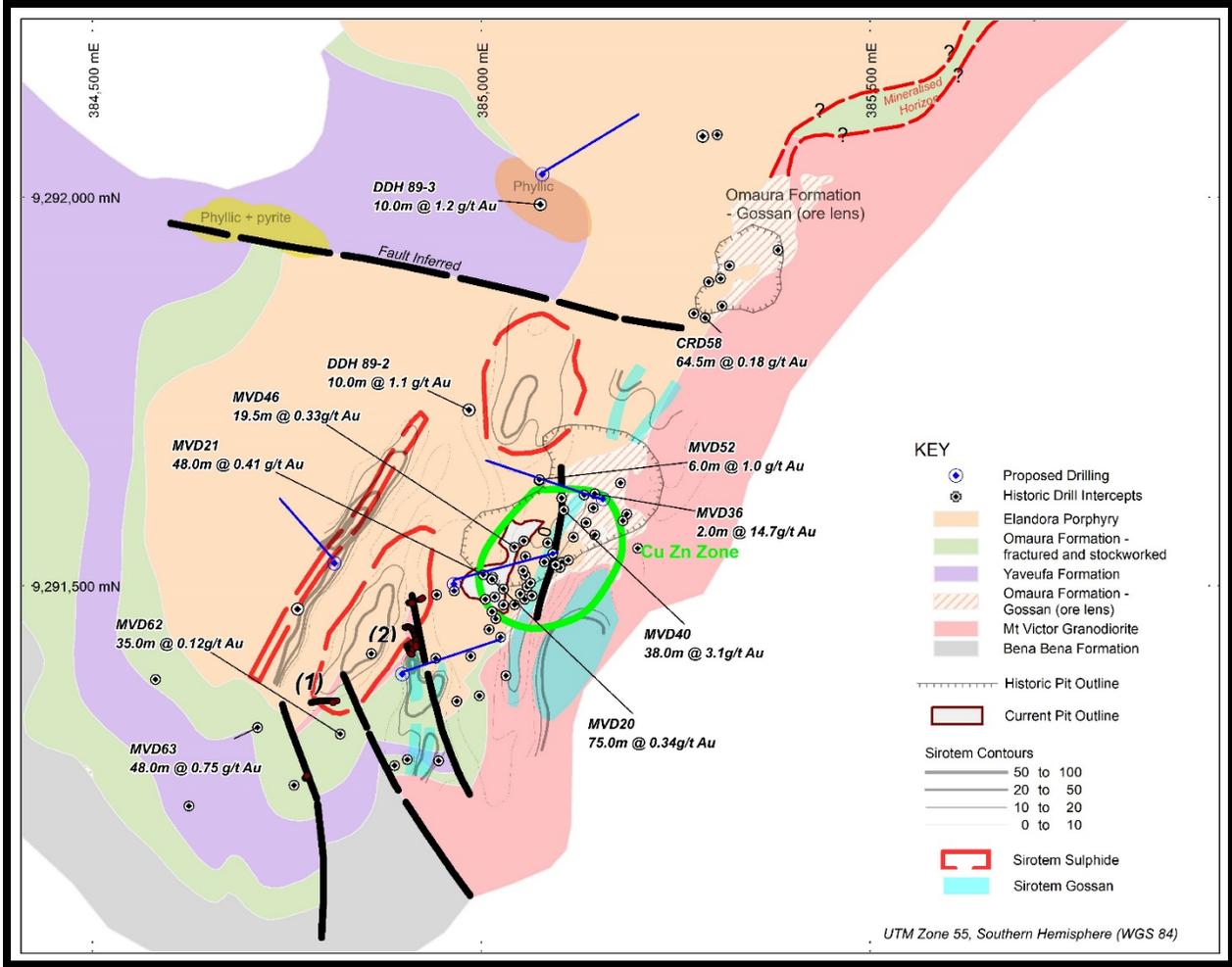


Figure 5 – Arau Project, Mt Victor Prospect detailed map.

Table 4 – Mt Victor Prospect Significant Drill Intercepts

Hole ID	E*	N*	Depth	From (m)	Length (m)	Au g/t	Cu ppm	Notes
CRD58	385177	9291680	64.5	0	64.5	0.18	106	granodiorite intruded by diorite
DDH89-1	384650	9291308	260	234	5	0.85	NA	disseminated copper mineralization
DDH89-2	384965	9291825	300	43	10	1.10	NA	under review
DDH89-3	384873	9291562	300	213	10	1.20	NA	under review
MVD07	384746	9291253	52.8	0	52.8	0.10	384	altered pyritic diorite
MVD08	384831	9291327	30	16	14	0.19	373	argillic altered QFP
MVD09	384853	9291333	36	34	2	0.29	NA	epidote altered intrusive rock
MVD20	384900	9291345	75	0	75	0.34	304	argillic altered brecciated porphyry
MVD21	384890	9291353	48	0	48	0.41	329	diorite/QFP brecciated contact
MVD36	385032	9291456	24	22	2	14.70	463	altered pyritic porphyry
MVD40	384994	9291435	38	0	38	3.10	1400	silica epidote altered porphyry
MVD46	384932	9291388	34.5	15	19.5	0.33	117	epidote pyrite altered porphyry
MVD50	385068	9291469	29	16	13	0.13	722	clay altered granodiorite
MVD52	384962	9291475	30	14	16	1.01	77	sericite epidote altered porphyry
MVD62	384704	9291152	75	40	35	0.12	287	kspat epidote altered porphyry
MVD63	384596	9291160	48	0	48	0.75	373	diorite intruded by pyritic porphyry

Initial drilling at the Arau Project will involve five angled diamond drill holes to follow up on a successful electromagnetic survey and previous excellent geochemical sampling results.

The details of the underlying agreement on the Arau Property are set forth in the news release dated July 5, 2023.

The Kesar Creek Project

The Kesar Creek Project consists of one ELA, ELA 2711, and is located 10 km from the Kora gold deposit owned by K92 Mining Inc (Figure 6).

Exploration at Kesar Creek has identified the presence of semi-massive copper rich sulphide mineralization associated with quartz veins on strike to the Kora gold deposit, as well as the potential for copper-gold porphyry prospects within the tenement. Although limited exploration has been carried out at Kesar Creek, initial rock sampling programs returned high-grade gold-copper-silver values including:

- Rock sample no 14128 at 11.5 g/t Au
- Rock sample no A1428 at 11.9 g/t Au
- Rock sample no 9231F at 10.6 g/t Au
- Rock sample no 14236 at 11.6 g/t Au, 29 g/t Ag
- Rock sample no. A14023 at 30.4 g/t Au, 240 g/t Ag, 0.13% Cu

The details of the underlying agreement on the Kesar Creek Property are set forth in the news release dated July 5, 2023.

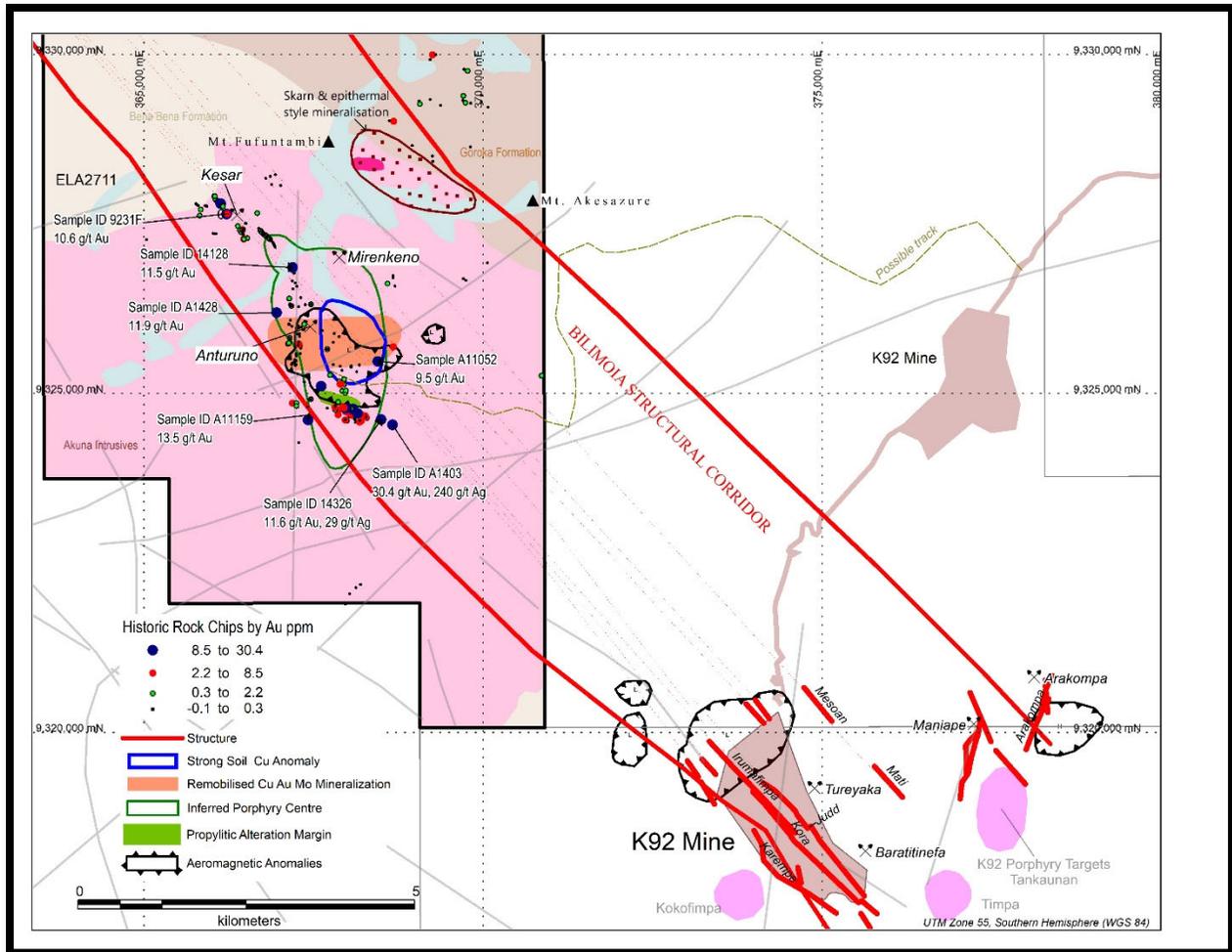


Figure 6 - Kesar Creek project map with key geological features.

About GPAC

Great Pacific Gold has a portfolio of high-grade gold projects in Papua New Guinea (“PNG”) and Australia.

In PNG, Great Pacific Gold recently acquired a significant 2,166 sq. km mineral exploration land package in PNG. The land package comprises two ELs and multiple ELAs. It includes both early-stage and advanced-stage exploration targets with high-grade epithermal vein and porphyry-style mineralisation present.

The Arau Project consists of one granted exploration license, EL 2651, and one exploration license application, ELA 2715, located in the Kainantu region, and includes the Mt. Victor Prospect, where previous drilling found a multiple phase intrusion complex hosting copper and gold mineralisation.

The Wild Dog Project consists of one granted exploration license, EL 2761, and one exploration license application, ELA 2516, located on the island of New Britain and about 50 km southwest of Rabaul and Kokopo, PNG.

The Kesar Creek Project consists of one exploration license application, ELA 2711, and is located 10 km west of the K92 Gold Mine owned and operated by K92 Mining Inc.

In Australia, Great Pacific Gold began with two, 100% owned, high-grade gold projects called the Lauriston and Golden Mountain Projects, and has since acquired a large area of granted and application tenements containing further epizonal (low-temperature) high-grade gold mineralisation and associated intrusion-related gold mineralization all in the state of Victoria, Australia. The Great Pacific Gold land package, assembled over a multi-year period, notably includes the Lauriston Project which is a 666 sq. km property immediately to the south of and within the same geological framework that hosts Agnico Eagle Mines Ltd's Fosterville gold mine and associated exploration tenements. The Golden Mountain Project is an intrusion-related gold project on the edge of the Strathbogie granite and occurs at the northern end of the Walhalla Gold Belt. The acquired projects include the epizonal gold Providence Project containing the Reedy Creek goldfield which adjoins the Southern Cross Gold's (ASX:SXG) Sunday Creek exploration project and a large group of recently consolidated granted tenements called the Walhalla Gold Belt Project, which contain a variety of epizonal and intrusion related style gold mineralisation. Additionally, Great Pacific Gold has another gold-focused project called the Moormbool project which has epizonal style gold mineralisation and associated potential intrusion-related gold mineralisation, as well as the Beechworth Project occurs in the northeast of the state and contains intrusion related and mesozonal gold mineralization.

All of GPAC's properties are 100% owned and have had historical gold production from hard rock sources despite limited modern exploration and drilling.

Qualified Person

The technical content of this news release has been reviewed, verified and approved by Rex Motton, AusIMM (CP), COO of GPAC, a Qualified Person under the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. Mr. Motton is responsible for the technical content of this news release.

On behalf of GPAC
Rex Motton
Chief Operating Officer and Director

Forward-Looking Statements

Information set forth in this news release contains forward-looking statements that are based on assumptions as of the date of this news release. These statements reflect management's current estimates, beliefs, intentions and expectations. They are not guarantees of future performance. Great Pacific Gold cautions that all forward looking statements are inherently uncertain and that actual performance may be affected by many material factors, many of which are beyond their respective control. Such factors include, among other things: risks and uncertainties relating to Great Pacific Gold's limited operating history, its exploration and development activities on its mineral properties and the need to comply with environmental and governmental regulations. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward looking information. Except as required under applicable securities legislation, Great Pacific Gold does not undertake to publicly update or revise forward-looking information.

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.

For further information: Adam Ross, Investor Relations, Direct: (604) 229-9445, Toll Free: 1(833) 923-3334, Email: info@fostervillesouth.com