

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

**Item 1            Name and Address of Company**

Eminent Gold Corp. (“**Eminent**” or, the “**Company**”)  
3849 Thurston Street  
Burnaby, BC V5H 1H9

**Item 2            Date of Material Change**

July 25, 2023

**Item 3            News Release**

A news release with respect to the material change referred to in this report was disseminated on July 26, 2023 and subsequently filed under the profile of the Company on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4            Summary of Material Change**

The Company closed the 1<sup>st</sup> tranche of its previously announced private placement of units for gross proceeds of \$609,600.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

The Company closed the initial tranche of its non-brokered private placement of up to 4,218,750 units (the “**Offering**”). The initial tranche consisted of 1,905,000 units of the Company (the “**Subscription Units**”) at a price of \$0.32 per Subscription Unit for gross proceeds of \$609,600. Part of the proceeds of this tranche of the Offering have been used to complete property option payments, in the amount of \$260,000, and the balance will be used for working capital and exploration of the Company’s Nevada mineral properties.

The Subscription Units are each comprised of one common share in the capital of the Company (each a “**Share**”) and one non-transferable Share purchase warrant (each, a “**Warrant**”). Each whole Warrant will entitle the holder to purchase one additional Share in the capital of the Company (each, a “**Warrant Share**”) for a period of 36 months from the closing date at an exercise price of \$0.50 per Warrant Share. After four months from closing, if the closing price of the Shares is at a price equal to or greater than \$1.00 for a period of ten consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by giving notice, via news release, to the holder of the Warrants that the Warrants will expire on the date that is 30 days after the issuance of said news release.

The Company paid a total of \$35,712 in finder’s fees to arm’s length finders in connection with the Offering and issued 111,600 finders’ warrants with the same terms as described above.

In addition to the \$609,600 first tranche, the Company has entered into debt settlement agreements with certain creditors to settle an aggregate of CAD\$250,000 in debt (the “**Debt**”). In settlement of the Debt, the Company will issue 781,250 units of the Company (the “**Settlement Units**”) at a deemed price of \$0.32 per Unit (the “**Debt Settlement**”). The Settlement Units have the same terms and conditions as the Subscription Units. Closing of the Debt Settlement is subject to the approval of the TSX Venture Exchange (the “**Exchange**”). The funds previously received by the Company from the Debt were allocated to working capital.

Michael Kosowan, a director of the Company, participated in part of the Debt Settlement and will be issued 468,750 Settlement Units for gross proceeds of \$150,000 (the “**Insider Units**”). The debt settled was comprised of the principal amount of funds he advanced to the Company in February 2023 for general working capital. The Insider Units constitute a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7 (a), respectively, of MI 61-101 in respect of the Insider Units. The participation by the non-arm’s length individual in the Debt Settlement was approved by the Company’s disinterested members of the board of directors.

All of the securities in connection with the Offering and Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with the policies of the Exchange and applicable securities legislation.

**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**

None.

**Item 8 Executive Officer**

Paul Sun  
Chief Executive Officer and Director

**Item 9 Date of Report**

August 1, 2023