

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

ITEM 1. NAME AND ADDRESS OF COMPANY

StrikePoint Gold Inc. (the "**Company**")
Suite 3123 - 595 Burrard Street
PO Box 49139 Three Bentall Centre
Vancouver, BC V7X 1J1

ITEM 2. DATE OF MATERIAL CHANGE

November 27, 2024

ITEM 3. NEWS RELEASE

Issued on November 27, 2024, and distributed through the facilities of a recognized newswire service. A copy of the news release was also filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On November 27, 2024, the Company announced that it had closed the second and final tranche ("**Tranche 2**") of its oversubscribed non-brokered private placement (the "**Financing**"), pursuant to which the Company issued 6,942,500 units (each, a "**Unit**"), at a price of CAD \$0.20 per Unit for gross proceeds of \$1,388,500.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On November 27, 2024, the Company closed Tranche 2, pursuant to which the Company issued 6,942,500 Units, at a price of CAD \$0.20 per Unit for gross proceeds of \$1,388,500. The Company has issued an aggregate of 15,205,500 Units for gross proceeds of \$3,041,100 in the Financing.

Each Unit consists of one common share (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"), with each Warrant exercisable into one Common Share at an exercise price of \$0.30 for a period of twenty-four (24) months from closing. The Warrants are subject to an acceleration clause stipulating that should the Common Shares close on the TSX Venture Exchange ("**TSXV**") at, or above, \$0.40 for ten consecutive trading days, they will be called for exercise within 30 days of the Company providing notice by way of regular press release, or will expire.

Under Tranche 2, the Company paid \$37,555 in finder's fees in consideration for introducing subscribers to the Company, for an aggregate of \$114,317.00 finder's fees paid in the Financing. Finder's fees and commissions are paid in accordance with the policies of the TSXV. Pursuant to applicable Canadian securities laws, all securities issued under the Financing are subject to a hold period of four months and one day.

Closing remains subject to several prescribed conditions, including, without limitation, final approval of the TSXV.

The Company intends to use the proceeds from the Financing for exploration activities at its two Nevada-based projects, the Cuprite Gold Project and the newly-acquired Hercules Gold Project and for general working capital purposes.

To date, certain insiders of the Company participated in the Financing and acquired an additional 75,000 Units in Tranche 2 for an aggregate of 225,000 Units. The purchase constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The issuances are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as they are distributions of securities for cash and the fair market value of the Units issued to, and the consideration paid by, the insiders did not exceed 25% of the Company's market capitalization. No new insiders were created, nor any change of control occurred, as a result of the of the Financing closing.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

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

Contact: Michael G. Allen, Chief Executive Officer
Telephone: 604-602-1440

ITEM 9. DATE OF REPORT

December 6, 2024