

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Saga Metals Corp. (the "**Company**")
2288 - 1177 W Hastings St.
Vancouver, BC, V6E 2K3

ITEM 2. DATE OF MATERIAL CHANGE

December 5, 2025

ITEM 3. NEWS RELEASE

A news release dated December 5, 2025 was issued and disseminated through GlobeNewswire and filed on the System for Electronic Document Analysis and Retrieval+ (SEDAR+).

ITEM 4. SUMMARY OF MATERIAL CHANGE

On December 5, 2025, the Company announced the closing of its "best efforts" private placement (the "**Offering**") for aggregate gross proceeds of approximately C\$6,000,000, which includes the exercise in full of the \$1,000,000 agent's option.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On December 5, 2025, the Company announced that, further to its news release dated November 12, 2025, the closing of the Offering for aggregate gross proceeds of approximately C\$6,000,000, which includes the exercise in full of the \$1,000,000 agent's option. Pursuant to the Offering, the Company sold (i) 7,761,362 units of the Company (each, a "**Unit**") at a price of C\$0.44 per Unit (the "**Unit Price**") and (ii) 5,170,000 flow-through units of the Company (each, a "**FT Unit**", and collectively with the Units, the "**Offered Securities**") at a price of C\$0.50 per FT Unit. Red Cloud Securities Inc. ("**Red Cloud**") acted as sole agent and bookrunner in connection with the Offering.

Each Unit consists of one common share of the Company (a "**Unit Share**") and one common share purchase warrant (each, a "**Warrant**"). Each FT Unit consists of one common share of the Company issued as a "flow-through share" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (each, a "**FT Share**") and one Warrant. Each Warrant entitles the holder to purchase one common share of the Company (each, a "**Warrant Share**") at a price of C\$0.60 at any time on or before December 5, 2028.

The Company intends to use the net proceeds from the Offering for the exploration of the Company's properties in Labrador, Canada, as well as for working capital and general corporate purposes, as is more fully described in the Offering Document (as herein defined).

The gross proceeds from the sale of FT Shares will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the *Income Tax Act*

(Canada) (the “**Qualifying Expenditures**”) related to the Company’s Radar Project in Labrador, Canada on or before December 31, 2026. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2025.

In accordance with National Instrument 45-106 - *Prospectus Exemptions* (“NI 45-106”), the Offered Securities were sold to Canadian purchasers pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “**Listed Issuer Financing Exemption**”). The securities issuable from the sale of the Units are immediately freely tradeable in accordance with applicable Canadian securities legislation. The FT Units and securities issuable in connection therewith will be subject to a voluntary hold period ending on the date that is four months plus one day following the issue date, being April 6, 2026.

As consideration for its services, Red Cloud received aggregate cash fees of C\$376,818.99 and 809,511 non-transferable common share purchase warrants (the “**Broker Warrants**”). Each Broker Warrant is exercisable into one common share of the Company at the Unit Price at any time on or before December 5, 2028. The Broker Warrants are subject to a statutory hold period of four months and one day and may not be traded until April 6, 2026 except as permitted by applicable securities laws. The Company also paid cash finder’s fees of \$800.80 and issued 1,820 Broker Warrants to a finder in connection with certain President’s List investors.

There is an offering document (the “**Offering Document**”) related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at: www.sagametals.com. At the time of announcement, the Offering Document contemplated charity flow-through units forming part of the Offering. No charity flow-through units were issued as part of the Offering.

The closing of the Offering remains subject to the final approval of the TSX Venture Exchange.

ITEM 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

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Michael Stier, Chief Executive Officer
Phone: 1 (778) 930-1321
Email: info@sagametals.com

ITEM 9. DATE OF REPORT

December 11, 2025