

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

1. **Name and Address of Company**

Roscan Gold Corporation. (the "Company")
1550 Bedford Highway
Suite 802, Sun Tower
Bedford, NS B4A 1E6

2. **Date of Material Change**

December 2, 2022

3. **News Release**

A press release disclosing the material change was released on December 2, 2022, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On December 2, 2022, the Company announced that that it has entered into an investment agreement (the "**Agreement**") with Osisko Gold Royalties Ltd ("**Osisko**") involving a royalty financing related to the Company's Kandiolé Project in Mali, West Africa (the "**Property**").

5. **Full Description of Material Change**

Pursuant to the Agreement, Osisko has initially acquired a 1.0% net smelter return ("**NSR**") royalty for upfront consideration of \$5.0 million (the "**Royalty**"). Osisko will retain the option to purchase a second 1.0% NSR (for a total NSR royalty percentage of 2.0%) on the Property at any time for an additional \$5.0 million (the "**Additional Royalty**"). Furthermore, the Company will have the right to compel Osisko to acquire the Additional Royalty in the event Roscan receives a long-term exploitation license on the Property from the Malian government.

Osisko has also been granted a right of first refusal (the "**ROFR**") on future royalties and streams related to the Property including in relation to the Company's outstanding buyback rights, should the Company decide to sell those rights, and royalties on any future properties acquired or claimed by the Company that are contiguous or complementary to the Property.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Nana Sangmuah, President and Chief Executive Officer of the Company at (902) 832-5555.

9. **Date of Report**

This report is dated at Toronto, this 5th day of December, 2022.

Cautionary Statement Regarding Forward-Looking Information

This material change report contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and other risks involved in the mineral exploration and development industry, including those risks set out in the Company’s management’s discussion and analysis as filed under the Company’s profile at www.sedar.com. Forward-looking information in this material change report is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary governmental and regulatory approvals will be received as and when expected. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this material change report are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.

Neither the 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 material change report.