

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

1. Name and Address of Company

Roscan Gold Corporation. (the "**Company**")
Suite 401, 217 Queen Street West
Toronto, ON M5V 0R2 Canada

2. Date of Material Change

October 23, 2024

3. News Release

A press release disclosing the material change was released on October 23, 2024, through the facilities of Newsfile Corp.

4. Summary of Material Change

On October 23, 2024, the Company settled the aggregate of an outstanding promissory note (the "**Note**") in the amount of US\$677,000 (C\$933,450 using a US\$ to C\$ exchange rate of C\$1.3788) owed to a non-arm's length creditor of the Company (the "**Creditor**") through the issuance of 10,371,667 common shares ("**Common Shares**") in the capital of the Company at a price of \$0.09 per Common Share (the "**Debt Settlement**").

5. Full Description of Material Change

On October 23, 2024, the Company settled the aggregate of the Note in the amount of US\$677,000 (C\$933,450 using a US\$ to C\$ exchange rate of C\$1.3788) through the issuance of 10,371,667 Common Shares in the capital of the Company at a price of \$0.09 per Common Share.

The Creditor has agreed that it shall not, without the prior written consent of the Company, sell, or otherwise dispose of more than 150,000 Common Shares on any one trading day.

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 (416) 900-1412.

9. Date of Report

This report is dated at Toronto, this 28th day of October, 2024.

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.sedarplus.ca. 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.