

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Canagold Resources Ltd. (the “Company”)
1250 - 625 Howe Street
Vancouver, BC
V6C 2T6

Item 2. Date of Material Change

October 19, 2022.

Item 3. News Release

A News Release dated October 20, 2022 was disseminated and filed on SEDAR on October 20, 2022.

Item 4. Summary of Material Change

The Company announced the completion of a non-brokered private placement of flow-through units for gross proceeds of approximately \$1,200,000 (the “**Private Placement**”) with Sun Valley Investments AG (“**Sun Valley**”) and the creation of a new control person.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company completed the Private Placement and issued an aggregate 4,700,000 common shares of the Company (the “**FT Shares**”) that qualify as charity flow-through shares for the purposes of the *Income Tax Act* (Canada) at a price of \$0.32 per FT Share for total gross proceeds of \$1,504,000.

No finder fees were paid in connection with the Offering. The FT Shares were issued on the private placement and are subject to a hold period of four months and one day following the closing date of the Offering, expiring on February 20, 2023.

The Company intends to use the proceeds of the Offering for exploration activities at Company’s New Polaris project.

Following the completion of the Private Placement, Sun Valley beneficially owns 21,490,371 common shares of the Company representing 23.55% of the Company’s total issued and outstanding common shares.

As Sun Valley is an insider of the Company, the Offering is a “related party transaction” and is subject to the requirements of MI 61-101. The Company relied on an exemption from the valuation requirement under MI 61-101. The minority approval requirement under MI 61-101 was satisfied by the passing of the Resolution.

For further information on the closing of the Private Placement, please refer to the Company's news release dated October 20, 2022 filed under its profile at www.sedar.com.

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 Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Catalin Kilofliski, Chief Executive Officer
Telephone: 604 685-9700.

Item 9. Date of Report

DATED at Vancouver, BC, this 25th day of October 2022.