

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

March 28, 2024

Item 3. News Release

A News Release dated March 28, 2024 was disseminated and filed on SEDAR on March 28, 2024.

Item 4. Summary of Material Change

The Company has closed a charity flow-through financing with Sun Valley Investments AG (“Sun Valley”). The Company issued 15,700,000 common shares of the Company (each a “FT Share”) that qualify as flow-through shares for the purposes of the *Income Tax Act* (Canada) at a price of \$0.2625 per FT Share for total gross proceeds of \$4,121,250 (the “Offering”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed a charity flow-through financing with Sun Valley Investments AG. The Company issued 15,700,000 common shares of the Company that qualify as flow-through shares for the purposes of the *Income Tax Act* (Canada) at a price of \$0.2625 per FT Share for total gross proceeds of \$4,121,250.

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

The Company received conditional approval from the Toronto Stock Exchange (the “TSX”) for the Offering on March 26, 2024 and is currently seeking final approval.

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 July 29, 2024.

Prior to the closing of the Offering, Sun Valley beneficially owned 63,338,133 common shares representing 43.28% of the Company’s total issued and outstanding common shares. Following the closing of the Offering, Sun Valley beneficially owns 84,038,133 common shares representing 48.41% 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” as this term is defined in Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions (“MI 61-101”). The Company is relying on the exemption from valuation requirement and minority approval pursuant to subsection 5.5(a) and 5.7(a) of MI 61-101, respectively, for the insider participation in the Offering, as the FT Shares do not represent more than 25% of the Company’s market capitalization, as determined in accordance with MI 61-101.

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 4th day of April, 2024.