

**FORM 51-102F3
Material Change Report**

ITEM 1. NAME AND ADDRESS OF COMPANY

Winshear Gold Corp.
Suite 960 – 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

September 12, 2024

ITEM 3. NEWS RELEASE

Issued September 12, 2024, and disseminated through Globe News Wire/Notified

ITEM 4. SUMMARY OF MATERIAL CHANGE

Winshear appoints Mr. Patricio Varas to the Board of Directors

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached News Release dated September 12, 2024

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51- 102

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

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

ITEM 8. EXECUTIVE OFFICER

Contact: Richard Williams, CEO and Director
Telephone: (604) 200 7874

ITEM 9. DATE OF REPORT

September 12, 2024



WINSHEAR APPOINTS MR. PATRICIO VARAS TO THE BOARD OF DIRECTORS

Vancouver, September 12, 2024

Winshear Gold Corp. (TSXV: WINS) ('Winshear' or the 'Company') is pleased to announce the appointment of Mr. Patricio Varas to the Board of Directors of the Company, effective immediately.

Mr. Varas is a Professional Geoscientist and Mining Executive with over 38 years' experience in mineral exploration, mine development and corporate management, and has served as the President of the Company since April this year. He has extensive experience in developing precious and base metal exploration and mining projects around the world. He has played integral roles in the discovery of world class mineral deposits and mines (Santo Domingo Sur Cu-Fe in Chile, Diavik Diamonds - NWT, and Milestone Potash - Saskatchewan), delivery of major feasibility studies and has overseen significant mineral asset sales and corporate transactions.

The Company is working towards commencement of a first-ever drill programme testing the Coritiri Target at the Gaban Gold Project. The programme is planned to start in Q3 2024.

About Winshear Gold Corp.

Winshear Gold Corp. is a Canadian-based minerals exploration company advancing the Gaban Gold Project in the Puno region of Peru. The Company considers Gaban to be one of the hard-rock sources of gold contributing to the 700km² Madre de Dios alluvial goldfield, located 50km north of, and downstream from, the Gaban gold project.

For more information, please contact Irene Dorsman at +1 (604) 200 7874 or visit www.winshear.com

ON BEHALF OF THE BOARD OF DIRECTORS

"Richard D. Williams"

Richard Williams, CEO

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Cautions Regarding Forward-Looking Statements

This news release includes certain statements and information that may contain forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward-looking statements and contain forward-looking information.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information, including the risks normally associated with mineral exploration. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that are incorporated by reference herein, except in accordance with applicable securities laws.