

FORM 51-102F3
Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Winshear Gold Corp.
#1056 – 409 Granville Street
Vancouver, BC V6C 1T2 Canada

ITEM 2. DATE OF MATERIAL CHANGE

June 24, 2025

ITEM 3. NEWS RELEASE

Issued June 24, 2025, and disseminated through Globe News Wire/Notified

ITEM 4. SUMMARY OF MATERIAL CHANGE

Winshear Closes Oversubscribed Private Placement for gross proceeds of \$757,999.98

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached News Release dated June 24, 2025

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

June 24, 2025



WINSHEAR CLOSES OVERSUBSCRIBED PRIVATE PLACEMENT

Vancouver, June 24, 2025

Winshear Gold Corp. (TSXV: WINS) (“Winshear” or the “Company”) is pleased to announce that it closed a non-brokered private placement (the “Offering”) of 12,633,333 Units for gross proceeds of \$757,999.98. Each Unit comprises one common share (a “Share”) and one half of one Share purchase warrant (a “Warrant”), with each full Warrant providing the holder with the right to purchase one Share at a price of \$0.12 for a period of 24 months from the closing date of the financing up to and including June 24, 2027.

Finder fees of \$25,680 cash and 339,000 Warrants were paid on certain subscriptions. (Such compensation Warrants have the same terms and conditions as the Warrants issued to subscribers but are non-transferable). All securities issued as part of this private placement will be subject to a hold period which expires on October 25, 2025.

Proceeds from the Offering will be used to fund exploration of the Company’s Thunder Bay Gold Project (the “Project”) and for general working capital. The acquisition of the Project remains under review by the TSX Venture Exchange (“TSXV”) and is subject to final TSXV acceptance; all subscribers of the Offering have, in writing, acknowledged such fact and consented to the closing of the Offering before such final acceptance has been granted for the Project.

Certain Winshear directors and officers purchased a total of 1,100,000 Units in the Offering; their participation may be considered a “related party transaction” under Multilateral Instrument 61-101, but pursuant to sections 5.5(a) and 5.7(1)(a) of the Instrument, the transaction is exempt from the valuation and shareholder exemption requirements contained in the same.

About Winshear Gold Corp.

Winshear Gold Corp. is a Canadian-based minerals exploration company. 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

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 release.

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.