

**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**

February 2, 2026

**ITEM 3. NEWS RELEASE**

Issued February 2, 2026, and disseminated through Globe News Wire/Notified

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

Winshear Gold announces \$2,500,000 private

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

See attached News Release dated February 2, 2026

**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**

February 3, 2026



**NOT FOR DISTRIBUTION IN THE U.S.**

**WINSHEAR GOLD ANNOUNCES \$2,500,000 PRIVATE PLACEMENT**

**Vancouver, February 2, 2026**

**Winshear Gold Corp. (TSX-V: WINS)** announces a non-brokered private placement of 25,000,000 Units at \$0.10 per Unit for gross proceeds of \$2,500,000. Each Unit comprises one common share and one half of one common share purchase warrant. Each full warrant will allow the holder to purchase one common share of Winshear Gold at a price of \$0.20 for a period of 36 months from the closing date of the financing. Finder's fees of up to 6% cash and a 6% warrant, on terms similar to the Unit warrants, will be paid.

Proceeds from the private placement will be used for a drill program at the Company's Portsoy project in Scotland and general working capital.

Completion of the private placement is subject to certain conditions, including the approval of the TSX Venture Exchange. All securities issued as part of this private placement will be subject to a hold period of four months and one day from the date of issuance of the securities.

**About Winshear Gold Corp.**

Winshear Gold Corp. is a Canadian-based minerals exploration company with a nickel-copper-cobalt project in Scotland (the Portsoy Project) and gold / critical minerals project in Ontario (the Thunder Bay Project).

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"Richard D. Williams"*

Richard D. 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.

### **Caution Regarding Forward Looking Statements**

Certain of the statements made and information contained in this press release may constitute forward-looking information and forward-looking statements (collectively, “forward-looking statements”) within the meaning of applicable securities laws, including whether the private placement will be completed or fully subscribed. The forward-looking statements in this press release reflect the current expectations, assumptions or beliefs of the Company based upon information currently available to the Company. With respect to forward-looking statements contained in this press release, assumptions have been made regarding, among other things, the reliability of information prepared and/or published by third parties that are referenced in this press release or was otherwise relied upon by the Company in preparing this press release. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and no assurance can be given that these expectations will prove to be correct as actual results or developments may differ materially from those projected in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include the general level of global economic activity. Readers are cautioned not to place undue reliance on forward-looking statements due to the inherent uncertainty thereof. Such statements relate to future events and expectations and, as such, involve known and unknown risks and uncertainties. The forward-looking statements contained in this press release are made as of the date of this press release and except as may otherwise be required pursuant to applicable laws, the Company does not assume any obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.