

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Name and Address of Company

ONGold Resources Corp. (formerly, 1348515 B.C. Ltd.) (the “Company”)
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

Date of Material Change

May 6, 2024, May 7, 2024, and May 8, 2024.

News Release

News releases announcing the material changes was issued on May 7, 2024, and May 8, 2024, through the facilities of Newsfile Corp., a copy of which has been filed under the Company’s issuer profile on SEDAR+ at www.sedarplus.ca.

Summary of Material Change

On May 6, 2024, the Company received its final approval to list the Company's common shares (“**Common Shares**”) on the TSX Venture Exchange (the “**Exchange**” or “**TSXV**”). Under the policies of the Exchange, the Company will be classified as a Tier 2 Mining Issuer. The Company commenced trading the Common Shares on the Exchange at the opening of the market on May 8, 2024 under the symbol “**ONAU**”.

On May 7, 2024, the Company announced the appointment of Kyle Stanfield as Chief Executive Officer of the Company. The Company also announced the issuance of 3,300,000 options to purchase Common Shares (the “**Options**”) to eligible directors, officers, and consultants pursuant to its omnibus incentive award plan. The Options are exercisable at a price of \$0.51 per Option, and expire five years from the date of their issuance. The Options will vest as follows: (a) 50% of the Options will vest on May 7, 2025, (b) 25% of the Options will vest on November 7, 2025, and (c) 25% of the Options will vest on May 7, 2026.

On May 8, 2024, the Company announced the appointment of John Kim Bell as Chairman of its board of directors, effective immediately, subject to the Exchange approval.

Full Description of Material Change

Further details regarding the material changes can be found under the Company’s issuer profile on SEDAR+ in the News Releases dated May 7, 2024 and May 8, 2024.

Disclosure for Restructuring Transactions

Not applicable

Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

Omitted Information

Not applicable.

Executive Officer

For additional information with respect to this material change, please contact:

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Chief Executive Officer
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Date of Report

May 15, 2024.