

INDEPENDENCE GOLD CORP.

MATERIAL CHANGE REPORT

FORM 51-102F3

1. Name and Address of Company:

Independence Gold Corp. (the “**Company**”)
625 Howe Street, Suite 580
Vancouver, BC V6C 2T6

2. Date of Material Change:

December 21, 2023

3. News Release:

A news release announcing the material change disclosed in this material change report was issued by the Company on December 21, 2023. The news release was distributed via the facilities of Newsfile Corp. and filed on SEDAR+ with the Securities Commissions of British Columbia and Alberta.

4. Summary of Material Change:

The Company has completed its previously announced non-brokered private placement financing for proceeds of CDN\$1,000,000 in funds (the “**Financing**”).

5. Full description of Material Change:

The Company announced on December 21, 2023, the closing of a non-brokered private placement financing. The Financing consisted of the issuance of 4,000,000 flow-through common shares (“**FT Common Shares**”) at a price of \$0.25 per FT Common Share, for aggregate proceeds of \$1,000,000.

The funds raised from the sale of FT Common Shares will be used by the Company to incur for “Canadian exploration expenses” as defined by the *Income Tax Act* (Canada) at its 3Ts Property in British Columbia, Canada.

In accordance with applicable securities legislation securities issued pursuant to the Financing are subject to a hold period of four months plus one day from the date of completion of the Financing.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. **Omitted Information:**

No significant facts otherwise required to be disclosed in this report have been omitted.

8. **Executive Officer:**

The following executive officer of the Company is knowledgeable about the material change and may be contacted respecting the change:

Harry Chan
Chief Financial Officer
625 Howe Street, Suite 1020
Vancouver, BC V6C 2T6
Telephone: (604) 687-3959

9. **Date of Report:**

December 21, 2023