

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

Item 1 Name and Address of Company

Goldsky Resources Corp. (“Goldsky” or the “Company”)
991 Dundas Street
Toronto, ON
M6P 1Z4

Item 2 Date of Material Change

January 28, 2026.

Item 3 News Release

The press release attached as Schedule “A” was released on January 28, 2026 by a newswire company in Canada.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule “A”.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule “A”.

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Russell Bradford
Chief Executive Officer
E:ir@goldskyresources.com

Item 9 Date of Report

February 2, 2026.

SCHEDULE "A"

[See Attached]



Goldsky to Become 100% Owner of Barsele Gold Project via Acquisition of Agnico Eagle's 55% Interest

*Agnico to receive cash, Goldsky shares and NSR royalty in transaction
Agnico to become ~32.5% shareholder in Goldsky on a pro forma basis*

VANCOUVER, January 28, 2026 – GOLDSKY RESOURCES CORP. (TSXV: GSKR | FNSE: GSKRSDB | OTCQX: GSKRF) (“Goldsky” or the “Company”) is pleased to announce that it has entered into a definitive agreement dated January 28, 2026 (the “**Agreement**”) with Agnico Eagle Sweden AB (“**Agnico Sweden**”), a wholly-owned subsidiary of Agnico Eagle Mines Limited (“**Agnico Eagle**”, and together with Agnico Sweden, “**Agnico**”), pursuant to which Goldsky has agreed to acquire the remaining 55% interest in the Barsele Gold Project (“**Barsele**”) in Sweden from Agnico (the “**Transaction**”), resulting in Goldsky consolidating 100% ownership of Barsele.

The Transaction will be effected through the acquisition by Goldsky of Agnico Sweden’s 55% interest in Gunnarn Mining AB (“**Gunnarn**”). Gunnarn currently owns and operates Barsele pursuant to a joint venture agreement between Goldsky and Agnico Sweden, which will be terminated in connection with the Transaction. Consideration for the Transaction includes a cash payment of US\$20,000,000 and 75,509,577 common shares of Goldsky (the “**Consideration Shares**”). In addition, Goldsky will grant Agnico Sweden a 2% net smelter return royalty on Barsele (the “**NSR**”). On closing of the Transaction, Goldsky will hold a 100% interest in Gunnarn.

Barsele Highlights and Strategic Rationale

- **Location.** Barsele is located in the mining district of Västerbottens Län in northern Sweden, about 600 km north of Stockholm, covering roughly 25,000 hectares within the Fennoscandian Shield.
- **Indicated and Inferred Mineral Resources.** Indicated Mineral Resource: 7.88 Mt grading 1.27 g/t Au containing 320,781 oz Au; Inferred Mineral Resource: 28.75 Mt grading 1.98 g/t Au containing 1.83 Moz Au.¹
- **Existing Infrastructure.** Barsele is well supported with excellent access by road, rail and hydro-power, a qualified workforce and services in an active mining region of Sweden.
- **Strategic control consolidating Goldsky’s existing district-scale license across the Gold Line Belt.** Barsele is located in the centre of Goldsky’s 100% owned existing exploration license area, which combined with Barsele, total approximately 80,000 hectares on Sweden’s Gold Line greenstone belt.
- **Agnico’s *proforma* interest in Goldsky.** Following completion of the Transaction, Agnico will own ~32.5% of Goldsky’s common shares. Agnico and Goldsky will enter into a transition agreement pursuant to which Agnico will agree to provide certain support to Goldsky for nine months following closing

¹ InnovExplo Inc., February 21, 2019, NI 43-101 Technical Report and Mineral Resource Estimate for the Barsele Property filed under Goldsky’s SEDAR+ profile at www.sedarplus.ca.



Russell Bradford, President and CEO of Goldsky, states: *“The acquisition of the remaining 55% interest in the Barsele project from Agnico is a transformational milestone in Goldsky’s history and future growth. We now have 100% control of what we believe has the potential to become a tier one gold project in a world class mining jurisdiction in Sweden. Under Agnico, the Barsele project has been developed using best practices in technical and environmental compliance as well as community engagement, and at Goldsky we are committed to continue with these practices to ensure the Barsele project is developed responsibly for all our stakeholders as part of our vision to become the next major Nordic gold developer.*”

Following our successful C\$80m fundraising in September 2025, Goldsky is well resourced to significantly increase the development of this world class Nordic gold project. May I take this opportunity to sincerely thank everyone who was involved in making this transition a reality.”

Investor Conference Call: Today 11:00am EST (Toronto) / 17:00 CET (Sweden)

Russell Bradford, President and CEO of Goldsky will be hosting a conference call and Q&A, today at 11:00am EST. Analysts and Investors can register at: <https://stream.brrmedia.co.uk/broadcast/69779b2a82f7350013ba59f0>.

A presentation providing further detail on the transaction is available on the Company’s website at: <https://goldskyresources.com/corporate-presentation>.

In addition, a video interview with Russell Bradford, CEO, discussing the transaction is also available at: <https://goldskyresources.com/media/>.

Transaction Details

Pursuant to the Agreement, Goldsky will acquire Agnico Sweden’s 55% interest in Gunnarn for US\$20,000,000 in cash, 75,509,577 Consideration Shares, and the grant of a 2% NSR on production from Barsele. The number of Consideration Shares was calculated using a price of C\$2.64 per Consideration Share, which is equal to the 20-day VWAP of Goldsky’s common shares prior to entering into the Agreement and equates to a value of approximately C\$199,345,283. The Consideration Shares will be subject to a hold period of four months and one day from the date of issuance. The 2% NSR may be repurchased by Goldsky for US\$50,000,000 at any time prior to two years following the achievement of commercial production at Barsele. In addition, Goldsky will assume Agnico’s obligations under an existing 2% net smelter return royalty (the “**Orex NSR**”) on Barsele in favour of Orex Minerals Inc., which may be repurchased at any time by Goldsky for US\$5,000,000. Agnico is arm’s length to Goldsky and the Transaction was negotiated on an arm’s length basis.

On closing of the Transaction, Goldsky and Agnico Eagle will enter into an investor rights agreement providing Agnico Eagle with certain participation, top-up and board nomination rights, as well as demand and piggy-back registration rights, all on customary terms.

The policies of the TSX Venture Exchange (the “**TSXV**”) require shareholder approval where a transaction creates a shareholder that holds or controls 20% or more of an issuer’s shares (a “**Control Person**”). Prior to entering into the Agreement, Agnico owned 7,353,291 common



shares of Goldsky, representing approximately 4.2% of the issued and outstanding common shares of Goldsky on a non-diluted and partially-diluted basis. On closing of the Transaction, Agnico Eagle is expected to own approximately 82,862,868 common shares of Goldsky, representing approximately 32.5% of the common shares of Goldsky on a non-diluted and partially-diluted basis, and therefore, is expected to be a Control Person following closing. As a result, the Company intends to hold a special shareholder meeting (the “**Meeting**”) in March 2026 to seek approval of the creation of a new Control Person from disinterested shareholders. In connection with the Meeting, Goldsky will prepare a management information circular (the “**Circular**”) which will be made available to shareholders of Goldsky in due course and which will include details on the Transaction (including with respect to Agnico Eagle becoming a Control Person of the Company). A copy of the Circular will be filed on Goldsky’s SEDAR+ profile at www.sedarplus.ca.

Closing of the Transaction is expected to occur during Q2, 2026 and no later than June 30, 2026 and is subject to the receipt of all necessary shareholder, regulatory and other approvals (including that of the TSXV), and the satisfaction of other customary closing conditions.

Goldsky has agreed to pay Nuvolari Capital Limited, an arm’s length party, a corporate advisory fee in connection with completion of the Transaction, equal to 3% of the aggregate value of cash consideration and Consideration Shares to be paid and issued, as applicable to Agnico, for a finder’s fee with an aggregate value of approximately C\$6,797,559. The finder’s fee is subject to approval of the TSXV and, if approved, will be paid by way of issuance of 2,574,833 common shares of Goldsky based on a deemed price of C\$2.64 per share, which is equal to the 20-day VWAP of the Goldsky shares immediately prior to announcement of the Transaction.

Qualified Persons

The technical and scientific information in this news release relating to Goldsky was reviewed, verified and approved by Benjamin Gelber, a practicing Professional Geologist (P.Geo) registered with Engineers & Geoscientists British Columbia (EGBC, Licence No. 33258), current VP Exploration of Lithium Africa Resources Corporation, and former VP Exploration and Chief Technical Advisor of Goldsky, is a Qualified Person as defined in NI 43-101 and has reviewed and approved the scientific and technical information within this news release. Benjamin Gelber is a consultant of Goldsky and considered independent of Goldsky under NI 43-101

About Goldsky Resources:

Goldsky Resources is a Canadian-based gold exploration company, consolidating assets in Sweden and Finland, with a vision to create Europe’s next gold camp. The Company’s flagship asset is the Barsele gold project in northern Sweden. Immediately surrounding the Barsele project, Goldsky resources is the 100%-owner of a district-scale license position comprised of two additional projects (Paubäcken, Storjuktan), which combined with Barsele, total approximately 80,000 hectares on the Gold Line greenstone belt. Additionally, in northern Finland, Goldsky is the 100%-owner of a district-scale position covering the entire underexplored Oijärvi greenstone belt, including the Kylmäkangas deposit, the largest known gold occurrence on this belt. Goldsky



is also the 100%-owner of the Rajapalot gold cobalt project situated in Finland, which has an Inferred Mineral Resource of 9,780kt containing 867 koz Au @ 2.8 g/t Au & 4.3 kt Co @ 441 ppm Co (NI 43-101 Technical Report On A Preliminary Economic Assessment Of The Rajapalot Gold-Cobalt Project, Finland. Effective Date: 19 December 2023. Prepared for Mawson Finland Ltd by SRK Consulting (UK) LTD. SRK Qualified Person Christopher Bray Beng (Mining), MAusIMM(CP), Ove Klaver, MSc (Geology), Eur.Geol., Eemeli Rantala, MSc (Geology), P.Geo., Craig Brown, B.E. (Chem), GradDipGeosci, FAusIMM, Mathieu Gosselin, Beng (Mining), P.Eng.).

ON BEHALF OF THE BOARD OF DIRECTORS

Russell Bradford
CEO & Director

For further information contact:

Investor Relations
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The information in this release is subject to the disclosure requirements of Goldsky Resources pursuant to the EU Market Abuse Regulations. This information was submitted for publication, through the agency of the contact person set out above, on January 28, 2026, at 7:30 AM Eastern Time.

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Neither 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 news release. No securities regulatory authority has reviewed or approved of the contents of this news release.

Forward-Looking Information

This news release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes statements that relate to future events or future performance and are often, but not always, identified by words such as “anticipate”, “expect”, “intend”, “plan”, “estimate”, “believe”, “potential”, “may”, “will”, “should”, “could”, or similar expressions. All statements, other than statements of historical fact, included herein, including, without limitation, statements regarding Agnico Eagle’s expected ownership interest in Goldsky on closing of the Transaction; statements regarding the anticipated benefits of the Transaction, the potential of Barsele, the terms, conditions and potential completion of the Transaction (including the expected closing date), the terms of the NSR and the re-purchase rights thereof, the Company’s growth prospects and strategic objectives, and any other statements regarding future plans, expectations, estimates, assumptions or projections, constitute forward-looking information. Although Goldsky believes that the expectations reflected in such forward-looking statements and/or information are reasonable, undue reliance should not be placed on forward-looking statements since the Company



can give no assurance that such expectations will prove to be correct. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including the risks, uncertainties and other factors identified in the Company's periodic filings with Canadian securities regulators, and assumptions made with regard to: that the parties will close the Transaction and enter into the agreement contemplated by the Agreement; ability to obtain shareholder, TSXV and regulatory approvals; availability of financing; assumptions regarding commodity prices, exploration success, costs, and general business and economic conditions. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include risks that the parties may not close the Transaction; risks associated with the business of Goldsky; risks related to exploration and potential development of Barsele; business and economic conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies and indigenous groups in the exploration and development of Barsele and the issuance of required permits; the need to obtain additional financing to develop Barsele and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risk factors as identified in Goldsky's filings with Canadian securities regulators on SEDAR+ (available at www.sedarplus.ca). Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to Goldsky. The forward-looking information contained in this news release is made as of the date hereof and Goldsky does not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws or Nasdaq First North Growth Market Rulebook for Issuers of Shares. The foregoing statements expressly qualify any forward-looking information contained herein.