

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Garibaldi Resources Corp. (the “Company”)
1150 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

December 10, 2024

Item 3 News Release

The news release dated December 11, 2024 was disseminated via Market News and Stockwatch.

Item 4 Summary of Material Change

The Company announced that on December 10, 2024, it issued 100,000 common shares (each, a “Share”) to DeCoors Mining Corp. (“DeCoors”).

Item 5 Full Description of Material Change

On December 10, 2024, the Company issued 100,000 Shares to DeCoors pursuant to the restated amending agreement with DeCoors (the “Amending Agreement”), amending the buyback acquisition of the 2.0% Net Smelter Return royalty (the “NSR”) payable on the Company’s Palm Springs claims (the “Property”) located in northwestern British Columbia. Pursuant to the terms of the Amending Agreement, the Company may acquire a 1.0% NSR on the Property by issuing 500,000 Shares over a 4-year period. The Company may acquire the remaining 1.0% NSR by making a cash payment of \$2,000,000. The Shares are subject to a statutory hold period expiring four months and one day after issuance of the Shares.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Steve Regoci, President
Telephone: 604.488.8851

Item 9 Date of Report

December 12, 2024