

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

**ITEM 1. Name and Address of Company**

Galleon Gold Corp.  
161 Bay St. Suite 2700  
Toronto, Ontario  
M5J 2S1

**ITEM 2. Date of Material Change**

May 31, 2023

**ITEM 3. News Release**

A news release attached as Schedule "A" was disseminated Newsfile Corp on May 31, 2023 and filed on SEDAR the same day.

**ITEM 4. Summary of Material Change**

Galleon Gold Corp. announces announce that it has entered into an agreement (the "Agreement") with 2176423 Ontario Ltd., (the "Vendor"), a corporation that is beneficially owned and controlled by Eric Sprott ("Eric Sprott"), to acquire the Vendor's 100% interest in a stockpile of mineralized material (the "Stockpile") located on the Neal Idaho Project, 27 km southeast of Boise, Idaho (the "Project") together with its 20% interest in the Project in consideration of the issuance by the Company to the Vendor of 2,000,000 common shares of Galleon Gold (the "Shares"). Upon closing of the transaction, the Company will hold a 100% leasehold interest in the Project and Eric Sprott's ownership of Galleon Gold will increase to 21.45%.

The Stockpile, a 13,900-ton bulk sample, was derived from an open cut area in 2016-2017. As the material was trucked from the open cut to the Stockpile, approximately 741 samples were collected and assayed at an independent laboratory. Results of the sampling indicate the Stockpile graded at 0.132 opt (4.54 gpt Au), equivalent to approximately 1,835 ounces of gold in-situ. The Company is investigating various transport and processing options to determine the best means of handling the Stockpile material.

This transaction paves the way for a simpler operating structure for the Project, while enabling Eric Sprott to participate in the Project's advancement through his equity ownership in Galleon Gold.

**ITEM 5. Full Description of Material Change**

See attached news release.

**ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**ITEM 7. Omitted Information**

None.

**ITEM 8. Executive Officer**

R. David Russell, President, CEO, Chairman. T. 416-644-0066

**ITEM 9. Date of Report**

June 2, 2023

**Schedule "A"**  
**Press Release**

*(see attached)*



## **Galleon Gold Acquires Eric Sprott's Remaining Interest in the Neal Idaho Gold Project**

*Eric Sprott's Ownership of Galleon Gold Increases to 21.45%*

**Toronto, Ontario, May 31, 2023 – Galleon Gold Corp.** (the "**Company**") (TSX-V: GGO) is pleased to announce that it has entered into an agreement (the "**Agreement**") with 2176423 Ontario Ltd., (the "**Vendor**"), a corporation that is beneficially owned and controlled by Eric Sprott ("**Eric Sprott**"), to acquire the Vendor's 100% interest in a stockpile of mineralized material (the "**Stockpile**") located on the Neal Idaho Project, 27 km southeast of Boise, Idaho (the "**Project**") together with its 20% interest in the Project in consideration of the issuance by the Company to the Vendor of 2,000,000 common shares of Galleon Gold (the "**Shares**"). Upon closing of the transaction, the Company will hold a 100% leasehold interest in the Project and Eric Sprott's ownership of Galleon Gold will increase to 21.45%.

The Stockpile, a 13,900-ton bulk sample, was derived from an open cut area in 2016-2017. As the material was trucked from the open cut to the Stockpile, approximately 741 samples were collected and assayed at an independent laboratory. Results of the sampling indicate the Stockpile graded at 0.132 opt (4.54 gpt Au), equivalent to approximately 1,835 ounces of gold in-situ. The Company is investigating various transport and processing options to determine the best means of handling the Stockpile material.

This transaction paves the way for a simpler operating structure for the Project, while enabling Eric Sprott to participate in the Project's advancement through his equity ownership in Galleon Gold.

The transaction is subject to final approval from the TSX Venture Exchange and the Shares are subject to a hold period of four months and a day under applicable Canadian securities laws.

### **Comment from CEO**

David Russell, President and CEO of Galleon Gold commented, "*We are very pleased that Eric continues to demonstrate his confidence in Galleon Gold. He has consistently supported the Company since 2019 through significant investments. We look forward to driving value for him and all our shareholders as we advance both the Neal and our West Cache Gold Projects.*"

The transaction constitutes a “related party transaction” for the Company for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) as Mr. Sprott owns more than 10% of the Company’s issued and outstanding Shares. The Company is relying on the exemptions from the requirement to obtain a formal evaluation and minority shareholder approval in connection with the transaction contained in sections 5.5 (a) and 5.7 (1) (a) of MI 61-101, as neither the fair market value of the securities issued, nor the fair market value of the consideration for the securities issued exceeds 25% of the Company’s market capitalization as calculated in accordance with MI 61-101. The Company did not file a material change report containing all the disclosure required by MI 61-101 more than 21 days before the expected closing of the transaction as the Company wishes to close the transaction as expeditiously as possible.

### **Technical Content and Qualified Person**

The technical content of this news release has been reviewed and approved by by Thomas H. Chadwick, BSc., CPG, a Qualified Person under National Instrument 43-101 Disclosure Standards for Mineral Projects.

### **About the Neal Project**

- The Project is leased from Daisy Mining and Land LLP. Under the lease agreement, the Company may remove, extract, ship and sell all ores, minerals and material from the property. In exchange, Daisy Mining will receive lease payments equal to \$3.00 per ton for all material removed from the property. If the annual lease payment is less than \$10,000, Daisy Mining is paid a cash top-up to meet the \$10,000 annual payment minimum. Daisy Mining will also receive production payments on any future production in the form of a 3% NSR.
- The Project is a high-grade gold-dominant vein system with at least five veins known to date. It is located near Boise, Idaho and has excellent access via 20 kilometers of improved gravel and dirt roads from Interstate-84.
- The Project consists of five private patented mining claims covering approximately 22.4 hectares (55.38 acres) and another seven unpatented lode claims covering about 52.6 hectares (130 acres) located on U.S. Forest Service administered public lands.
- Gold mineralization at the Neal Project and elsewhere in the Neal Mining District was discovered in 1889 by Arthur Neal. Total reported District lode gold production through 1941 has been estimated at around 30,000 ounces, with most of this production coming from the Neal Project area in the 1889-1915 time frame.
- The Neal Project area contains three historic underground gold mines: Hidden Treasure, Homestake and Daisy. These mines were eventually connected underground and were at peak production from 1902-1915.

- Neal was explored in the late 1980's for open pit, heap leach potential with a reverse circulation drilling program consisting of 208 holes totaling 47,000 feet.
- Modern bulk sampling from an open cut in 2015-2016 produced a stockpile of mineralized material estimated to contain approximately 13,900 tons at 0.132 ounces per ton (4.54 gpt) gold. The qualified person has not done sufficient work to classify this historical estimate as current mineral resources or reserves and the Company is not treating the historical estimate as current mineral resources or mineral reserves.

### **About Galleon Gold**

Galleon Gold is an exploration and development company focused on advancing the West Cache Gold Project in Timmins, Ontario. The West Cache Gold Project is located 7 km northeast of Pan American Silver's Timmins West Mine and 14 km southwest of Newmont's Hollinger Mine. A 2022 Preliminary Economic Assessment (PEA) for the project demonstrates strong economics. Detail engineering design and baseline studies in support of a permit application for an underground bulk sample are underway.

For further information:

#### **Galleon Gold**

R. David Russell

Chairman and CEO

T. (416) 644-0066

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#### **Investor Relations**

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#### **Forward-Looking Statements**

This document contains certain forward-looking statements that reflect the current views and/or expectations of Galleon Gold with respect to its long-term strategy, proposed work, plans and other reports including the PEA for its projects. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the markets in which Galleon Gold operates. Some of the statements contained herein may be forward-looking statements which involve known and unknown risks and uncertainties. Without limitation, statements regarding potential mineralization and resources, exploration results, expectations, plans, and objectives of Galleon Gold are forward-looking statements that involve various risks. The

following are important factors that could cause Galleon Gold's actual results to differ materially from those expressed or implied by such forward-looking statements: changes in the world-wide price of mineral commodities, general market conditions, risks inherent in mineral exploration, risks associated with development, construction and mining operations, risks related to infectious diseases, including Covid-19 and the uncertainty of future exploration activities and cash flows, and the uncertainty of access to additional capital. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events may differ materially from those anticipated in such statements. Galleon Gold undertakes no obligation to update such forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on such forward-looking statements.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*