

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

April 29, 2024

ITEM 3. News Release

A news release attached as Schedule "A" was disseminated Newsfile Corp on April 29, 2024 and filed on SEDAR+ the same day.

ITEM 4. Summary of Material Change

Galleon Gold Corp. announce that it has closed a non-brokered private placement offering of convertible debenture units (the "Debenture Units") at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of C\$1,410,000 from the issuance of 1,410 Debenture Units.

The Offering

Each Debenture Unit consists of \$1,000 in principal of convertible debentures (the "Debentures") and 3,030 common share purchase warrants (the "Warrants") of the Company. Each Warrant will be exercisable to acquire one common share of the Company (a "Warrant Share") for a period of three years (3) from the date of issuance at an exercise price of \$0.25 per Warrant Share. The Debentures will bear interest at a rate of 7.5% per annum from the date of issuance (the "Issue Date") until the Maturity Date (in each case calculated on the basis of a 365-day year; 366 days in a leap year) calculated and payable semi-annually in arrears and will have a three-year (3) term (the "Term"). Holders shall have the option to cause the Company to redeem the Debentures on the 24-month anniversary of the Debentures by providing written notice to the Company at least 15 days prior to the 24-month anniversary of the Debentures.

At any time during the Term, each holder of Debentures may elect to convert any portion of the principal amount of the Debentures into Common Shares at a conversion price equal to \$0.185 per Common Share (the "Conversion Price").

During the Term, the Company will have the option to (i) pay interest payments in cash or (ii) make payments-in-kind by way of issuance of common shares of the Company (the

"Common Shares") at a price equal to the market price of the Common Shares at the time the accrued interest becomes payable.

As security for the Debentures, the Company will grant the holders a security interest in the gold contained in an ore stockpile located on the Company's Golden Trove property. In particular, an interest in 0.333 ounces of contained gold for each \$1,000 principal amount Debenture.

Certain officers of the Company acquired an aggregate of 185 Units for C\$185,000 under the Offering. Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, and an insider of the Corporation, acquired 250 Units for C\$250,000 under the Offering. The participation of the insiders in the Offering constitutes a "related party transaction" for the purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the requirements to obtain a formal evaluation or minority shareholder approval in connection with the insider participation in reliance on 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 of the disclosure required by MI 61-101 more than 21 days before the expected closing date of the Offering as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible.

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

May 3, 2024

Schedule "A"
Press Release

(see attached)



Galleon Gold Closes \$1.41M Private Placement of Convertible Debentures with Participation from Eric Sprott

Not for distribution to United States Newswire Services or for dissemination in the United States

Toronto, Ontario, April 29, 2024. **Galleon Gold Corp.** (TSXV: GGO) (FSE: 3H90) (the "**Company**" or "**Galleon Gold**") is pleased to announce that, further to its press release on April 16, 2024, it has closed a non-brokered private placement offering of convertible debenture units (the "**Debenture Units**") at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of C\$1,410,000 from the issuance of 1,410 Debenture Units.

The Offering

Each Debenture Unit consists of \$1,000 in principal of convertible debentures (the "**Debentures**") and 3,030 common share purchase warrants (the "**Warrants**") of the Company. Each Warrant will be exercisable to acquire one common share of the Company (a "**Warrant Share**") for a period of three years (3) from the date of issuance at an exercise price of \$0.25 per Warrant Share. The Debentures will bear interest at a rate of 7.5% per annum from the date of issuance (the "**Issue Date**") until the Maturity Date (in each case calculated on the basis of a 365-day year; 366 days in a leap year) calculated and payable semi-annually in arrears and will have a three-year (3) term (the "**Term**"). Holders shall have the option to cause the Company to redeem the Debentures on the 24-month anniversary of the Debentures by providing written notice to the Company at least 15 days prior to the 24-month anniversary of the Debentures.

At any time during the Term, each holder of Debentures may elect to convert any portion of the principal amount of the Debentures into Common Shares at a conversion price equal to \$0.185 per Common Share (the "**Conversion Price**").

During the Term, the Company will have the option to (i) pay interest payments in cash or (ii) make payments-in-kind by way of issuance of common shares of the Company (the "**Common Shares**") at a price equal to the market price of the Common Shares at the time the accrued interest becomes payable.

As security for the Debentures, the Company will grant the holders a security interest in the gold contained in an ore stockpile located on the Company's Golden Trove property. In particular, an interest in 0.333 ounces of contained gold for each \$1,000 principal amount Debenture.

Officers of the Company acquired an aggregate of 185 Units for C\$185,000 under the Offering. Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, and an insider of the Corporation, acquired 250 Units for C\$250,000 under the Offering. The participation of the insiders in the Offering constitutes a “related party transaction” for the purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is exempt from the requirements to obtain a formal evaluation or minority shareholder approval in connection with the insider participation in reliance on 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 of the disclosure required by MI 61-101 more than 21 days before the expected closing date of the Offering as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible.

Finders’ fees consisting of a cash commission of \$30,000 and 162,162 non-transferrable finders’ warrants have been paid in connection with the second tranche of the Offering. Each finder warrant entitles the holder to acquire one common share at \$0.185 per share over a three (3) year period.

The Company intends to use the proceeds raised from the Offering for the exploration and advancement of the Company’s West Cache Gold Project in Timmins, Ontario and for general working capital purposes.

The Debentures, Warrants and underlying Common Shares, will be subject to a hold period of four months and one day in accordance with applicable securities laws. The Offering is subject to the final acceptance of the TSX Venture Exchange.

The Company may complete an additional tranche of the Offering up to a maximum aggregate amount of C\$1.5 million.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

About Galleon Gold

Galleon Gold is an advanced exploration and development company focused on 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. The Company is in the process of planning and permitting for an 86,500-tonne underground bulk sample. Eric Sprott owns approximately 21% of the Company's outstanding common shares.

For further information:

Galleon Gold

R. David Russell

Chairman and CEO

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Forward-Looking Statements

This news release contains certain "forward looking statements", as defined under applicable Canadian securities laws, that reflect the current views and/or expectations of Galleon Gold with respect to its long-term strategy, proposed work, plans, bulk sample program 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 and uncertainty of access to additional capital, risks inherent in mineral exploration, delays in the receipt of government approvals, risks associated with development, construction, mining operations and third party contractor activities, risks related to unanticipated events related to health, safety and environmental matters. 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.