

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

December 29, 2025

ITEM 3. News Release

New releases attached as Schedule "A" was disseminated Newsfile Corp on December 29, 2025 and filed on SEDAR+ the same day.

ITEM 4. Summary of Material Change

On December 29, 2025, Galleon Gold announced that it had entered into a credit facility of up to **\$46 million** (the "**Facility**") with Pan American Silver Corp. ("**Pan American**").

Facility Details

- 24-month maturity from closing with principal repayable at maturity, subject to a prepayment provision after one year.
- Bears interest at a floating rate equal to the 12-month prime reference rate plus 7.00%, payable monthly in arrears ("**Interest Payment**").
- The Facility is secured by first-ranking security over substantially all of the Company's assets, including the West Cache Gold Project (the "**Project**" or "**West Cache**"), subject to customary permitted encumbrances.
- An arrangement fee equal to 2.5% (the "**Arrangement Fee**") of the Facility.
- Standby fee (the "**Standby Fee**") on the daily unadvanced portion of the Facility at a rate of 1.6% per annum. The Standby Fee is payable in arrears on each Interest Payment date.
- Arrangement Fee, Interest Payments and Standby Fee are payable in cash or, at Pan American's option, in common shares of the Company ("**Common Shares**"), subject to applicable regulatory requirements and stock exchange approval.

Funds drawn from the Facility will be used to advance underground development and infrastructure required to complete the bulk sample program at the Company's West Cache Gold Project and for working capital and general corporate purposes. An initial draw of \$11 million will be used to fund the repurchase of the existing 3% net smelter return royalty on the Project.

Pan American has elected to receive its Arrangement Fee of \$1,150,000 in Common Shares. The Company will issue a total of 1,074,766 Common Shares at a price of \$1.07 per share in satisfaction of the Arrangement Fee (the "**Arrangement Fee Shares**"). The issuance of the Arrangement Fee Shares in satisfaction of the Arrangement Fee has been conditionally accepted by the TSX Venture Exchange (the "**Exchange**"), subject to meeting customary conditions for final acceptance.

The Facility and the issuance of the Arrangement Fee Shares each constitute a "related party transaction", for the Company within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as, at the time of entering into the Facility, Pan American was a "related party" of the Company by reason of its ownership of more than 10% of the issued and outstanding Common Shares. In connection with the Facility, the Company has relied on the exemption from the formal valuation requirement of MI 61-101 contained in section 5.5(b) as the Company's Common Shares are not listed in a specified market and minority shareholder approval requirement of MI 61-101 contained in section 5.7(1)(f) of MI 61-101, as the Facility is a commercial loan with no equity or voting component. In connection with the issuance of the Arrangement Shares, the Company has relied on the exemption from the formal valuation requirement of MI 61-101 contained in section 5.5(b) as the Company's Common Shares are not listed in a specified market and minority shareholder approval requirement of MI 61-101 contained in section 5.7(1)(a) of MI 61-101 as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the interested party, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

Prior to the issuance of the Arrangement Fee Shares, Pan American owned 18,750,000 Common shares, 9,375,000 warrants and an \$8 million convertible debenture convertible into 17,777,777 Common Shares or 14.41% of the issued and outstanding Common Shares on a non-diluted basis and 29.19% on a partially-diluted basis, assuming exercise and conversion the warrants and debenture, respectively, in full. Following the issuance of the Arrangement Fee Shares, Pan American will own 19,824,766 Common Shares, 9,375,000 warrants and the debenture or 15.11% of the issued and outstanding Common Shares on a non-diluted basis and 29.67% on a partially-diluted basis, assuming exercise and conversion the warrants and debenture, respectively, in full. The ability of Pan American to exercise the warrants and convert the debenture remains subject to the restriction on Pan American's ability to exercise the warrants or convert the debenture where Pan American's post-exercise or conversion holding of Common Shares would be greater than 19.9% of the issued and outstanding Common Shares unless shareholders of the Company have first approved Pan American as a control person of the Company in accordance with the policies of the Exchange.

The board of directors in its unanimous approval of the Facility considered it to be in the best interests of the Company as it would allow the Company to complete the proposed bulk sample program at its West Cache Gold Project and is being provided on terms that were commercially reasonable. A special committee was not considered necessary to consider the Facility as all directors were independent of Pan American and were not otherwise conflicted in respect of the Facility.

This material change report is being filed less than 21 days prior to the closing of the Facility as the trigger date of filing of the report, being the entering into of the credit agreement and the funding (or closing) occurred on the same date, being December 29, 2025.

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

January 7, 2026

Schedule "A"
News Releases

(see attached)



Galleon Gold Completes \$46 Million Senior Secured Debt Financing with Pan American Silver Corp

Toronto, Ontario – December 30, 2025 – Galleon Gold Corp. (TSXV: GGO) (FSE: 3H90) (“**Galleon Gold**” or the “**Company**”) is pleased to announce that further to its press release dated November 24, 2025, it has entered into a credit facility of up to **\$46 million** (the “**Facility**”) with Pan American Silver Corp. (“**Pan American**”).

Facility Details

- 24-month maturity from closing with principal repayable at maturity, subject to a prepayment provision after one year.
- Bears interest at a floating rate equal to the 12-month prime reference rate plus 7.00%, payable monthly in arrears (“**Interest Payment**”).
- The Facility is secured by first-ranking security over substantially all of the Company’s assets, including the West Cache Gold Project (the “**Project**” or “**West Cache**”), subject to customary permitted encumbrances.
- An arrangement fee equal to 2.5% (the “**Arrangement Fee**”) of the Facility.
- Standby fee (the “**Standby Fee**”) on the daily unadvanced portion of the Facility at a rate of 1.6% per annum. The Standby Fee is payable in arrears on each Interest Payment date.
- Arrangement Fee, Interest Payments and Standby Fee are payable in cash or, at Pan American’s option, in common shares of the Company (“**Common Shares**”), subject to applicable regulatory requirements and stock exchange approval.

“This financing represents a major milestone for Galleon Gold and along with the recent \$30 million equity raised provides the capital required to completed the planned bulk sample at West Cache,” said **Mr. David Russell, President and Chief Executive Officer of Galleon Gold**. *“The support of Pan American Silver underscores the strength of the project and positions the Company to execute its near-term development objectives.”*

Funds drawn from the Facility will be used to advance underground development and infrastructure required to complete the bulk sample program at the Company’s West Cache Gold Project and for working capital and general corporate purposes. An initial draw of \$11 million will be used to fund the repurchase of the existing 3% net smelter return royalty on the Project.

Pan American has elected to receive its Arrangement Fee of \$1,150,000 in Common Shares. The Company will issue a total of 1,074,766 Common Shares at a price of \$1.07 per share in satisfaction of the Arrangement Fee (the “**Arrangement Fee Shares**”). The issuance of the Arrangement Fee Shares in satisfaction of the Arrangement Fee has been conditionally accepted by the TSX Venture Exchange (the “**Exchange**”), subject to meeting customary conditions for final acceptance.

The Facility and the issuance of the Arrangement Fee Shares each constitute a "related party transaction", for the Company within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as, at the time of entering into the Facility, Pan American was a "related party" of the Company by reason of its ownership of more than 10% of the issued and outstanding Common Shares. In connection with the Facility, the Company has relied on the exemption from the formal valuation requirement of MI 61-101 contained in section 5.5(b) as the Company's Common Shares are not listed in a specified market and minority shareholder approval requirement of MI 61-101 contained in section 5.7(1)(f) of MI 61-101, as the Facility is a commercial loan with no equity or voting component. In connection with the issuance of the Arrangement Shares, the Company has relied on the exemption from the formal valuation requirement of MI 61-101 contained in section 5.5(b) as the Company's Common Shares are not listed in a specified market and minority shareholder approval requirement of MI 61-101 contained in section 5.7(1)(a) of MI 61-101 as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the interested party, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

Prior to the issuance of the Arrangement Fee Shares, Pan American owned 18,750,000 Common Shares, 9,375,000 Warrants and the Debenture or 14.41% of the issued and outstanding Common Shares on a non-diluted basis and 29.19% on a partially-diluted basis, assuming exercise and conversion the Warrants (as defined below) and the Debenture (as defined below), respectively, in full. Following the issuance of the Arrangement Fee Shares, Pan American will own 19,824,766 Common Shares, 9,375,000 Warrants and the Debenture or 15.11% of the issued and outstanding Common Shares on a non-diluted basis and 29.67% on a partially-diluted basis, assuming exercise and conversion the Warrants and Debenture, respectively, in full. The ability of Pan American to exercise the Warrants and convert the Debenture remains subject to certain restrictions discussed below.

Summary of Pan American Investments with Galleon Gold

On August 13, 2025, the Company issued to Pan American a \$8 million convertible debenture convertible (the "**Debenture**") into 17,777,777 Common Shares at a price of \$0.45 per share. Prior to the issuance of the Debenture, Pan American did not own or have direction or control over any Common Shares. Following the issuance of the Debenture and assuming conversion of the Debenture in full, Pan American would have owned 17,777,777 Common Shares or approximately 19.59% of the issued and outstanding Common Shares on a partially-diluted basis. Under the terms of the investment agreement (the "**Investment Agreement**") entered into between the Company and Pan American in connection with the Debenture, Pan American agreed to be subject to a standstill for a period of 36 months preventing Pan American from acquiring any additional securities of the Company that would result in Pan American owning or having direction or control of over more than 19.9% of the issued and outstanding Common Shares without the prior consent of the Company. The Investment Agreement also grants Pan American a right to participate on a *pro rata* basis in any future equity financings by the Company until the earlier of November 20, 2025 and the date that Pan American owns less than 5% of the issued and outstanding Common Shares calculated on a fully-diluted basis.

On November 22, 2025, the Company and Pan American made certain amendments to the Debenture and the Investment Agreement. In particular, the Debenture was amended to include a restriction providing that the Debenture could not be converted to the extent that after conversion Pan American would own or have direction or control over more than 9.9% of the issued and outstanding Common Shares. In addition, the amendment further provided that the Debenture could not be converted to the extent that following conversion Pan American would own or have direction or control over more than 19.9% of the issued and outstanding Common Shares until such time as shareholders of the Company have approved Pan American as a control person of the Company in accordance with the requirements of the Exchange. Under the terms of the amendment, the Company also agreed to seek shareholder approval for Pan American as a control person of the Company at its next annual general meeting. The Investment Agreement was amended to extend the expiry date of the pre-emptive rights granted to Pan American to January 31, 2026. The amendments were put in place as the Company and Pan American were then in discussions regarding possible additional financing being provided by Pan American and then amendments were intended to help facilitate those discussions.

On December 4, 2025, Pan American purchased 18,750,000 units of the Company at a price of \$0.60 per unit for an aggregate purchase price of \$11,250,000 with each unit being comprised of one Common Share and one-half common share purchase warrant (each whole warrant, a “**Warrant**”). The investment by Pan American completed along with a larger brokered financing of 31,250,000 units for gross proceeds of \$18,750,000 (the “**December 2025 Financing**”). Prior to the completion of the December 2025 Financing, Pan American did not own or have direction of any Common Shares and owned the Debenture, which was convertible into to 17,777,777 Common Shares, subject to restriction that Pan American cannot convert the Debenture to extent it would own more than 9.9% of the issued and outstanding Common Shares following conversion. Following the December 2025 Financing, Pan American owned 18,750,000 Common Shares, 9,375,000 Warrants and the Debenture or 14.70% of the issued and outstanding Common Shares on a non-diluted basis and 29.68% on a partially-diluted basis, assuming exercise and conversion the Warrants and Debenture, respectively, in full. The ability of Pan American to exercise the Warrants and convert the Debenture remains subject to the restriction on Pan American’s ability to exercise the Warrants or convert the Debenture where Pan American’s post-exercise or conversion holding of Common Shares would be greater than 19.9% of the issued and outstanding Common Shares unless shareholders of the Company have first approved Pan American as a control person of the Company in accordance with the policies of the Exchange. The ability of Pan American to exercise the Warrants and convert the Debenture also remains subject to the standstill provisions contained in the Investment Agreement.

About Galleon Gold

Galleon Gold is advancing the West Cache Gold Project with a disciplined, de-risking strategy centered on resource growth and an upcoming 86,500-tonne bulk sample program, positioning the Company to unlock long-term shareholder value. For more information, please visit www.galleongold.com

For further information:

Galleon Gold

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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, financing plans, 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 the use of the proceeds of from the Facility, the sufficiency of funds to complete and the completion of the 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.