

FORM 51-102F3
Material Change Report
Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1. Name and Address of Company

Elysee Development Corp.
9th Floor - 1021 West Hastings Street
Vancouver, B.C. V6E 0C3

Item 2. Date of Material Change November 12, 2024

Item 3. News Release

The news release was disseminated on November 12, 2024, through the facilities of Newsfile and was SEDAR filed with the securities commissions of Alberta and British Columbia.

Item 4. Summary of Material Change

On November 12, 2024 Elysee Development Corp. announced its unaudited financial results for the three and nine months ended September 30, 2024 (“Q2 2024”). All dollar amounts are in Canadian funds.

Highlights from the Q3 2024 results include:

- Net income for Q3 2024 of \$963,981 (\$0.03 per share) as compared to a net loss of \$1,400,850 (\$0.05 per share in Q3 2023;
- Total investment income for Q3 2024 of \$1,119,668 as compared to a loss on investments of \$1,306,361 in Q3 2023;
- Net Asset Value (NAV) per share of \$0.43 per share as of September 30, 2024 as compared to NAV of \$0.39 as of December 31, 2023; and
- Cash on hand as of September 30, 2024 of \$1,961,829 compared to cash of \$849,798 as of December 30, 2023.

During the nine months ended September 30, 2024, the Company had net investment earnings of \$1,283,377 compared to a net investment loss of \$1,530,179 during the same nine-month period a year prior. After deducting general and administrative expenses of \$382,759, the Company had net and comprehensive earnings for the nine months ended September 30, 2024, of \$900,618 (\$0.03 per share). This compares to a net loss of \$1,903,072 (\$0.07 per share) incurred during the same nine-month period a year earlier.

The increase in Net Asset Value to \$0.43 per share during Q3 2024 was primarily due to the strong performance of the Company’s portfolio of marketable securities, which increased by \$1,127,047 during the period. The strength in the price of gold throughout the period resulted in the strong share price performance of the senior gold producers in our portfolio, as well as other established mining companies. Exploration companies and early-stage developers are still lagging the upward trend.

The realized loss on marketable securities of \$280,580 during the period was primarily due to the sale of all shares of Victoria Gold Corp., which suffered a heap leach pad failure at its Eagle gold mine in the Yukon during June 2024 from which it was unable to recover.

During Q3 2024 the Company made a partial recovery of its investment in BakerSci Corp. resulting in a net gain on other investments of \$203,728. Subsequent to the period, the Company received an additional payment from BakerSci. Elysee expects to finalize terms for the full recovery of this investment prior to the end of the fiscal year.

During the nine months ended September 30, 2024, the Company purchased 238,500 of its common shares at a total cost of \$64,903 (\$0.27 per share) pursuant to a Normal Course Issuer Bid. As of September 30, 2024, there were 28,346,613 common shares outstanding.

Item 5. Full Description of Material Change

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The Company’s most significant investments as of September 30, 2024, were U.S. Vanadium LLC (privately held), Arizona Sonoran Copper Company Inc., Dundee Precious Metals Inc., Hudbay Minerals Inc. , Calibre Mining Corp., and Agnico Eagle Mines Limited.

For more information on these investments and others made during the period, please refer to the MD&A dated November 5, 2024 on SEDAR+ or on our website at www.elyseedevelopment.com.

On September 30, 2024, Elysee’s net asset value (“NAV”) was \$0.43 per share. NAV is a non-GAAP (generally accepted accounting principles) measure calculated as the value of total assets less the value of total liabilities divided by the total number of common shares outstanding as at a specific date. For the purpose of this calculation, share purchase warrants held by Elysee were valued using the Black-Scholes model calculation, as reported in our annual and quarterly financial statements. The term NAV does not have any standardized meaning according to GAAP and therefore may not be comparable to similar measures presented by other companies. There is no comparable GAAP measure presented in Elysee’s financial statements and thus no applicable quantitative reconciliation for such non-GAAP financial measure. The

Company believes that NAV can provide information useful to its shareholders in understanding its performance and may assist in the evaluation of its business relative to that of its peers.

The Financial Statements and Management Discussion and Analysis are available for viewing on SEDAR+ and at www.elyseedevelopment.com.

Item 6.	<u>Reliance on subsection 7.1(2) or (3) of National Instrument 51-102</u>	N/A
Item 7.	<u>Omitted Information</u>	N/A
Item 8.	<u>Executive Officer</u> Guido Cloetens Telephone: (778) 373-1562	
Item 9.	<u>Date of Report</u> November 12, 2024	

Caution Regarding Forward-Looking Statements

This news release contains certain forward-looking statements that are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward-looking statements, oral or written, made by itself or on its behalf, except as required by applicable law.