

**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.**  
9<sup>th</sup> Floor - 1021 West Hastings Street  
Vancouver, B.C. V6E 0C3

Item 2.            Date of Material Change    December 17, 2025

Item 3.            News Release

The news release was disseminated on December 17, 2025 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 December 17, 2025 Elysee Development Corp. announced that it provided notice to the holders of its 8% unsecured convertible debentures (the “Debentures”) that it would prepay its obligations under the Debentures on December 16, 2025. As such, the Company has proceeded with such prepayment and paid an aggregate of \$2,106,250 plus accrued interest to such holders, settling Debentures with an aggregate principal amount of \$1,685,000.

As of today, the amount outstanding of the Debentures is \$265,000. As a result of this redemption, potential dilution from future conversion to equity has been dramatically reduced as well as the Company’s annual interest expense moving forward. There will, however, be a one-time cash charge of \$421,250 on the Company’s statement of earnings during the current period. After the redemption of these Debentures, Elysee’s cash balance is now approximately \$5 million.

The Company has also agreed to grant 250,000 incentive stock options to directors and officers of the company exercisable at a price of \$0.50 per share for a period of five years from the date of grant. These options will vest immediately and are subject to the policies of the TSX Venture Exchange.

Item 5.            Full Description of Material Change

On December 17, 2025 Elysee Development Corp. announced that it provided notice to the holders of its 8% unsecured convertible debentures (the “Debentures”) that it would prepay its obligations under the Debentures on December 16, 2025. As such, the Company has proceeded with such prepayment and paid an aggregate of \$2,106,250 plus accrued interest to such holders, settling Debentures with an aggregate principal amount of \$1,685,000.

As of today, the amount outstanding of the Debentures is \$265,000. As a result of this redemption, potential dilution from future conversion to equity has been dramatically reduced as well as the Company’s annual interest expense moving forward. There will, however, be a one-time cash charge of \$421,250 on the Company’s statement of earnings during the current period. After the redemption of these Debentures, Elysee’s cash balance is now approximately \$5 million.

**Corporate Update**

The Company is also pleased to report that Probe Gold Inc., one of Elysee’s top ten investments by value, has received a take-over offer from Fresnillo Plc at a premium of 39% compared to their closing stock price before the offer.

In addition, another one of our investments, Solgold Plc, has agreed to be taken over by Jiangxi Copper for US\$1.12 billion (28 GB pence per share ), approximately four times the average price paid by Elysee.

Finally, the Company has also agreed to grant 250,000 incentive stock options to directors and officers of the company exercisable at a price of \$0.50 per share for a period of five years from the date of grant. These options will vest immediately and are subject to the policies of the TSX Venture Exchange.

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

Item 7.            Omitted Information            N/A

Item 8.            Executive Officer  
  
                     Guido Cloetens  
                     Telephone: (778) 373-1562

Item 9.            Date of Report    December 17, 2025

*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.*