

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Highway 50 Gold Corp. (the “Company”)
#1570 – 200 Burrard Street
Vancouver, British Columbia V6C 3L6

Item 2: Date of Material Change

August 26, 2024

Item 3: News Release

The news release was disseminated on August 27, 2024 through Stockwatch and filed on SEDAR+.

Item 4: Summary of Material Change

The Company announced that it had arranged an aggregate of \$639,788.09 in loans from companies controlled by two insiders. The loans are unsecured, bear no interest, are payable on a maturity date of August 31, 2026, and provide that the Company may prepay without penalty. Subject to regulatory approval, a loan bonus totaling 3,998,676 warrants will be issuable to the lenders, with each warrant being exercisable to acquire one common share at an exercise price of \$0.16 for a period of two years.

Item 5: Full Description of Material Change

The Company announced that it had arranged an aggregate of \$639,788.09 in loans from companies controlled by two insiders. The loans are unsecured, bear no interest, are payable on a maturity date of August 31, 2026, and provide that the Company may prepay without penalty. Subject to regulatory approval, a loan bonus totaling 3,998,676 warrants will be issuable to the lenders, with each warrant being exercisable to acquire one common share at an exercise price of \$0.16 for a period of two years.

The warrants and any common shares issuable upon the exercise of the warrants will be subject to a hold period expiring four months from the date of issuance of the warrants, in accordance with applicable Canadian securities law.

Funds from the loans will be used to pay for the Company’s property maintenance fees and for working capital purposes.

The loans and related loan bonus constitute “related party transactions” pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”), as the two lenders are companies controlled by Gordon P. Leask and John M. Leask, directors of the Company. 2,233,713 warrants (the “GL Warrants”) are issuable to the company controlled by Gordon P. Leask, and 1,764,963 warrants (the “JL Warrants”) are issuable to the company controlled by John M. Leask. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with loans in reliance on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the transaction does not exceed 25% of the Company’s market capitalization. The loans and related loan bonuses have been reviewed and approved by the independent directors of the Company.

In accordance with National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, each of Gordon P. Leask and John M. Leask will file an early warning report (the “**Early Warning Reports**”) regarding the change in their ownership and control of securities of the Company.

Prior to the acquisition of the GL Warrants, Gordon P. Leask beneficially owned or exercised control or direction over 6,262,380 common shares and 50,000 warrants, representing approximately 13.57% and 13.67% of the issued and outstanding common shares of the Company on an undiluted and partially diluted basis, respectively. Following the acquisition of the GL Warrants, Gordon P. Leask beneficially owns or exercises control or direction over 6,262,380 common shares and 2,233,713 warrants, representing approximately 13.57% and 17.65% of the issued and outstanding common shares of the Company on an undiluted and partially diluted basis, respectively.

Prior to the acquisition of the JL Warrants, John M. Leask beneficially owned or exercised control or direction over 4,553,330 common shares and 50,000 warrants, representing approximately 9.87% and 9.97% of the issued and outstanding common shares of the Company on an undiluted and partially diluted basis, respectively. Following the acquisition of the JL Warrants, John M. Leask beneficially owns or exercises control or direction over 4,553,330 common shares and 1,764,963 warrants, representing approximately 9.87% and 13.28% of the issued and outstanding common shares of the Company on an undiluted and partially diluted basis, respectively.

Gordon P. Leask and John M. Leask intend to review their investments in the Company on a continuing basis and may purchase or sell common shares, either on the open market or in private transactions, in each case, depending on a number of factors, including general market and economic conditions and other factors and conditions that each of Gordon P. Leask and John M. Leask deem appropriate. Copies of the Early Warning Reports will be filed on the Company's profile on SEDAR at www.sedar.com.

The Company also announces the granting of stock options (the “**Options**”) to certain directors and officers of the Company to purchase an aggregate of 370,000 common shares (the “**Optioned Shares**”) of the Company at an exercise price of C\$0.16 per Optioned Share, expiring on the date that is 5 years from the date of grant. The Options were issued pursuant to the terms of the Company's stock option plan and vest immediately upon the date of grant.

Cautionary Statements regarding Forward-Looking Information

Certain statements contained in this press release may constitute forward-looking statements under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “expects” or “it is expected”, or variations of such words and phrases or statements that certain actions, events or results “will” occur.

These forward-looking statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include matters relating to receipt of regulatory approval. Accordingly, the actual events may differ materially from those projected in 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, except as may be required by applicable securities laws.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Gordon P. Leask, President, Chief Executive Officer, and Director
Telephone: 604.681.4462
Email: gord@highway50gold.com

Item 9: Date of Report

August 27, 2024.