

**Form 51-102F3**  
***Material Change Report***

**1. Name and Address of Company**

Renegade Gold Inc.  
200 Burrard Street, Suite 1680  
Vancouver, BC, V6C 3L6

**2. Dates of Material Change(s)**

December 18, 2023

**3. News Release(s)**

The news release dated December 18, 2023, was disseminated via Stockwatch.

**4. Summaries of Material Changes**

The Company closed the first tranche of its private placement.

**5. Full Description of Material Changes**

**5.1 Full Description of Material Change**

See attached news release.

**5.2 Disclosure for Restructuring Transactions**

Not applicable

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**7. Omitted Information**

Not applicable

**8. Executive Officer**

Nav Dhaliwal, Chief Executive Officer – 604-678-5308

**9. Date of Report**

December 19, 2023

# Renegade Gold Closes First Tranche of Private Placement

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OR FOR DISSEMINATION IN THE UNITED STATES*

VANCOUVER, BC, December 18, 2023 – **Renegade Gold Inc.** (TSXV: RAGE, OTCQX: TGLDD, FSE: 070) (“**Renegade**” or the “**Company**”) announces that, further to its news releases of September 25 and December 5, 2023, it has closed the first tranche of its private placement in the amount of 2,783,750 units (the “**Units**”) at \$0.32 per Unit for total gross proceeds of \$890,800 (the “**Placement**”). Each Unit consists of one common share and one transferable share purchase warrant, each warrant exercisable to acquire one additional common share for a period of two years from date of issue at a price of \$0.45 per share.

The Company paid \$4,480 and issued 14,000 finder’s warrants in respect of finder’s fees under the Placement. Each finder’s warrant is exercisable to acquire one common share for a period of two years from date of issue at a price of \$0.45 per share.

The common shares, warrants, finder’s warrants and any shares issued upon exercise of the warrants and/or finder’s warrants are subject to a hold period and may not be traded until April 19, 2024, except as permitted by applicable securities legislation and the rules and policies of the TSX Venture Exchange.

The Company will use the net proceeds of this first tranche of the Placement to extinguish debt, for exploration work on the Company’s exploration properties and for general working capital.

**This news release does not constitute an offer to sell or solicitation of an offer to sell any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.**

## **About Renegade Gold Inc.**

Renegade Gold Inc. is a growth focused company engaged in the business of acquisition, exploration and development of mineral properties located in the Red Lake Mining District of Northern Ontario. As part of its regional-scale consolidation strategy, the Company has assembled one of the largest prospective land packages in and around the Red Lake mining district in proximity to major mines and deposits, as well as along the Confederation Lake and Birch-Uchi greenstone belts. The recent completion of the acquisition of Pacton Gold Inc. extends Trillium’s ownership in Red Lake to over 89,600 hectares of prospective and diversified exploration properties with significant potential for gold and critical minerals on trend with the major structures hosting known gold occurrences in the Red Lake mining district today. A portfolio of prospective projects in Western Australia has also been acquired.

For further information, please contact:

**Renegade Gold Inc.**

Nav Dhaliwal  
President, CEO and Director

[info@renegadegold.com](mailto:info@renegadegold.com)

Tel: 604-678-5308

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**Cautionary Note regarding Forward-Looking Statements**

Statements contained in this press release that are not historical facts are “forward-looking information” or “forward-looking statements” (collectively, “Forward-Looking Information”) within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking Information includes, but is not limited to, the use of proceeds from the Placement. The words “anticipate,” “significant,” “expect,” “may,” “will” and similar expressions are intended to be among the statements that identify Forward-Looking Information. Forward-Looking Information is subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking information. In preparing the Forward-Looking Information in this news release, the Company has applied several material assumptions, including, but not limited to, assumptions that general business and economic conditions will not change in a materially adverse manner; that all requisite approvals will be received and all requisite information will be available in a timely manner. Factors that may cause actual results to vary materially include, but are not limited to, inaccurate assumptions concerning the exploration for and development of mineral deposits, currency fluctuations, unanticipated operational or technical difficulties, risks related to unforeseen delays; general economic, market or business conditions, regulatory changes; timeliness of regulatory approvals, the risks of obtaining necessary licenses and permits, changes in general economic conditions or conditions in the financial markets and the inability to raise additional financing. Readers are cautioned not to place undue reliance on this Forward-Looking Information. The Company does not assume the obligation to revise or update this Forward-Looking Information after the date of this release or to revise such information to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.