

Form 51 – 102F3

Material Change Report

Item 1 Name and Address of Company

Opus One Gold Corporation (the “**Corporation**”)
3500-800 du Square Victoria
Montreal, Québec
H4Z 1E9

Item 2 Date of Material Change

September 9, 2024.

Item 3 News Release

The Corporation issued a news release with respect to the material change described below on August 11, 2024 via CNW.

Item 4 Summary of Material Change

The Corporation completed the closing of a non-brokered private placement (the “**Offering**”) pursuant to which the Corporation issued an aggregate of 5,000,000 units (the “**PP Units**”), at a price of \$0.02 per Unit, for gross proceeds to the Corporation of \$100,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Corporation completed the closing of a non-brokered private placement pursuant to which the Corporation issued an aggregate of 5,000,000 Units, at a price of \$0.02 per Unit, for gross proceeds to the Corporation of \$100,000.

As a part of the second tranche, the Company issued 5,000,000 Units for gross proceeds of \$100,000 at a price per Unit of \$0.02 and was be comprised of one common share of the Company (a “Share”) and one common share purchase warrant (each a “Warrant”, and together, the “Warrants”), with each Warrant entitling the holder to acquire one common share (each a “Warrant Share”) at an exercise price of \$0.05 per Share for a period of 24 months following the closing of the offering. Therefore, in aggregate, the Company issued 18,050,000 Units for aggregate gross proceeds of \$361,000 as part of the Offering.

The Units were offered by way of the “accredited investor” exemption under National Instrument 45-106 – Prospectus Exemptions in all the provinces of Canada. The Units, Shares, Warrants and Warrant Shares are subject to a four-month hold period in Canada following the closing of the Offering. In connection with the Offering, the Company has not paid any finder’s fees or issued any finder warrants.

5.2 Disclosure required for a “Restructuring Transaction”

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer who can answer questions regarding this report is Mr. Mike W. Kinley, President, Chief Financial Officer & Director of the Corporation. Mr. Kinley can be reached at (902) 402-0388.

Item 9 Date of Report

September 19, 2024.