

Form 51 – 102F3

Material Change Report

Item 1 Name and Address of Company

Opus One Gold Corporation (the “**Company**”)
2075 Victoria, #220
Saint-Lambert, Québec
J4S 1H1

Item 2 Date of Material Change

December 24, 2025.

Item 3 News Release

The Company issued a news release with respect to the material change described below on December 30, 2025 via CNW.

Item 4 Summary of Material Change

The Company completed the closing of a non-brokered private placement (the “**Offering**”) pursuant to which the Company issued (i) 21,014,338 flow-through shares (the “**FT Shares**”) at a price of \$0.075 per FT Share for gross proceeds to the Company of \$1,576,075.35; and (ii) 10,042,307 units of the Company (the “**Units**”) at a price of \$0.065 per Unit for gross proceeds of \$652,749.96.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company completed the closing of a non-brokered private placement of FT Shares and Units for aggregate gross proceeds of \$2,228,825.31.

In total, the Company issued 21,014,338 FT Shares for gross proceeds of \$1,576,075.35 at a price per FT Share of \$0.075 and 10,042,307 Units for gross proceeds of \$652,749.96 at a price per Unit of \$0.065, with each Unit being 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 \$0.10 per Share for a period of 24 months following the closing of the Offering.

The gross amount raised from the issuance of FT Shares will be used by the Company for exploration on its mineral exploration properties and the net proceeds raised from the issuance of Units will be used for general working capital of the Company and payment of fees related to the Offering.

The FT Share and 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, FT Shares, Shares, Warrants and Warrant Shares are subject to a four-month hold period in Canada following the closing of the Offering.

In aggregate, the Company paid \$67,945 in cash finders fees and issued a total of 870,363 compensation warrants to arm’s length finders, with each such compensation warrant being exercisable for a period of 24 months following the closing at a price of \$0.10 per Share.

Related Party Transaction

Patrick Fernet, a director of the Company, acquired 300,000 FT Shares for a total consideration of \$22,500. Patrick Fernet is hereinafter referred to as the “Insider”.

The Insider is considered a “related party” and “insider” of the Company for the purposes of applicable securities laws and stock exchange rules. The subscription and issuance of FT Shares by the Insider constitutes a related party transaction but is exempt from the formal valuation and minority approval requirements of Regulation 61-101 - Protection of Minority Security Holders in Special Transactions as neither the fair market value of the common shares issued to the Insider, nor the consideration paid by such Insider, exceeds 25% of the Company’s market capitalization. The Insider abstained from voting on all matters relating to the Offering.

5.2 Disclosure required for a “Restructuring Transaction”

Not applicable.

Item 6 Reliance on subsection 7.1(2) 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, President, Chief Financial Officer & Director of the Corporation. Mr. Kinley can be reached at (902) 402-0388.

Item 9 Date of Report

December 31, 2025.