

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Pinnacle Silver and Gold Corp. (the "Company")
Suite 250 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2 Date of Material Change

December 18, 2025

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on December 18, 2025 and distributed through The Newswire.

Item 4 Summary of Material Change

The Company announced that it has closed a first tranche of the non-brokered private placement announced on November 25, 2025 (the "Offering") for gross proceeds of \$1,067,532.94. The first tranche consisted of 7,268,171 units (the "Units") with each Unit, priced at \$0.14, comprising one common share ("Share") in the capital of the Company and one-half share purchase warrant ("Warrant"). Each whole Warrant shall be convertible into an additional Share at an exercise price of \$0.20 for a period of 24 months from the date of issuance.

Item 5 Full Description of Material Change

See attached news release.

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

Contact: Robert Archer, Chief Executive Officer
Telephone: +1 (877) 271-5886 ext. 110

Item 9 Date of Report

December 23, 2025

Pinnacle Closes First Tranche of Private Placement

VANCOUVER, BRITISH COLUMBIA, December 18, 2025 (TSXV: PINN, OTC: PSGCF, Frankfurt: P9J) – Pinnacle Silver and Gold Corp. ("Pinnacle" or the "Company") is pleased to announce that it has closed a first tranche of the non-brokered private placement announced on November 25, 2025 (the "Offering") for gross proceeds of \$1,067,532.94. The first tranche consisted of 7,268,171 units (the "Units") with each Unit, priced at \$0.14, comprising one common share ("Share") in the capital of the Company and one-half share purchase warrant ("Warrant"). Each whole Warrant shall be convertible into an additional Share at an exercise price of \$0.20 for a period of 24 months from the date of issuance.

Finders' Fees consisting of \$2,940 in cash commission and 21,000 non-transferable finders' warrants were paid in connection with the Offering. Each finder's warrant entitles the holder to acquire one common share at \$0.20 cents per share over a 24-month period.

The net proceeds raised from the Offering will be used to advance the high-grade El Potrero gold-silver project in Durango, Mexico, for project evaluations, and for general working capital.

Insiders of the Company participated in the first tranche, subscribing for a total of 600,000 units and gross proceeds of \$84,000. The participation of the insiders in the Offering will constitute a related-party transaction for the purposes of Multilateral Instrument 61-101 (Protection of Minority Security Holders in Special Transactions). The Company is exempt from the requirements to obtain a formal evaluation or minority shareholder approval in connection with the insider participation in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the securities issued, nor the fair market value of the consideration for the securities issued will exceed 25 per cent of the company's market capitalization as calculated in accordance with MI 61-101.

All securities to be issued will be subject to a four-month hold period from the date of issuance and subject to TSX Venture Exchange approval. The securities offered have not been registered under the *United States Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

The Company expects to complete the second and final tranche of the Offering by January 30, 2026.

About the Potrero Property

El Potrero is located in the prolific Sierra Madre Occidental of western Mexico and lies within 35 kilometres of four operating mines, including the 4,000 tonnes per day (tpd) Ciénega Mine (Fresnillo), the 1,000 tpd Tahuehueto Mine (Luca Mining) and the 250 tpd Topia Mine (Guanajuato Silver).

High-grade gold-silver mineralization occurs in a low sulphidation epithermal breccia vein system hosted within andesites of the Lower Volcanic Series and has three historic mines along a 500 metre strike length. The property has been in private hands for almost 40 years and has never been systematically explored by modern methods, leaving significant exploration potential.

A previously operational 100 tpd plant on site can be refurbished / rebuilt and historic underground mine workings rehabilitated at relatively low cost in order to achieve near-term production once permits are in place. The property is road accessible with a power line within three kilometres.

Pinnacle will earn an initial 50% interest immediately upon commencing production. The goal would then be to generate sufficient cash flow with which to further develop the project and increase the Company's ownership to 100% subject to a 2% NSR. If successful, this approach would be less dilutive for shareholders than relying on the equity markets to finance the growth of the Company.

About Pinnacle Silver and Gold Corp.

Pinnacle is focused on the development of precious metals projects in the Americas. The high-grade Potrero gold-silver project in Mexico's Sierra Madre Belt hosts an underexplored low-sulphidation epithermal vein system and provides the potential for near-term production. In the prolific Red Lake District of northwestern Ontario, the Company owns a 100% interest in the past-producing, high-grade Argosy Gold Mine and the adjacent North Birch Project with an eight-kilometre-long target horizon. With a seasoned, highly successful management team and quality projects, Pinnacle Silver and Gold is committed to building long-term, sustainable value for shareholders.

Signed: "Robert A. Archer"
President & CEO

FOR FURTHER INFORMATION CONTACT:

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Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.