

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

**Item 1. Name and Address of Company**

Troilus Gold Corp. (the “**Company**”)  
715 Square Victoria, Suite 705  
Montreal, Quebec, H2Y 2H7

**Item 2. Date of Material Change**

October 30, 2023

**Item 3. News Release**

A news release with respect to the material change referred to in this report was disseminated through the facilities of Globe Newswire on October 30, 2023. The news release was subsequently filed on SEDAR+.

**Item 4. Summary of Material Change**

On October 30, 2023, the Company announced a bought deal public offering of units, “flow-through shares” and Québec “flow-through shares”, with Haywood Securities Inc., on behalf of themselves and a syndicate of underwriters (collectively, the “Underwriters”) for aggregate gross proceeds of \$15,008,000, substantially on the terms and conditions outlined below.

**Item 5.1 Full Description of Material Change**

On October 30, 2023, the Company entered into an agreement with Haywood Securities Inc. (“**Haywood**”), on behalf of the Underwriters, pursuant to which the Underwriters have agreed to purchase, on a bought deal public offering basis, (i) 28,580,000 units of the Company (the “**Units**”) at a price of C\$0.35 per Unit (the “**Unit Issue Price**”), (ii) 7,150,000 common shares in the capital of the Company issued as “flow-through shares” (the “**FT Shares**”) within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the “**Tax Act**”) at a price of C\$0.42 per FT Share (the “**FT Issue Price**”); and (iii) 4,550,000 common shares in the capital of the Company issued as “flow-through shares” (the “**QFT Shares**” and together with the Units and FT Shares, the “**Offered Securities**”) within the meaning of subsection 66(15) of the Tax Act and section 359.1 of the Taxation Act (Québec) (the “**Québec Tax Act**”) at a price of C\$0.44 per QFT Share (the “**QFT Issue Price**”), representing total gross proceeds to the Company of C\$15,008,000 (the “**Offering**”).

Each Unit will consist of one common share in the capital of the Company (a “**Unit Share**”) and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will be exercisable to purchase one common share in the capital of the Company (a “**Warrant Share**”) at a price of C\$0.50 per Warrant Share for a period of 24 months following the closing of the Offering.

The Company granted to the Underwriters an over-allotment option (the “**Over-Allotment Option**”) exercisable up to 48 hours prior to closing of the Offering, in whole or in part, at the sole discretion of the Underwriters, to purchase up to an additional 15% of the Offered Securities. The Over-Allotment Option may be exercised by the Underwriters to acquire (i) up to 4,287,000 additional Units at the Unit Issue Price; (ii) up to 1,072,500 additional FT Shares at the FT Issue Price; (iii) up to 682,500 additional QFT Shares at the QFT Share Price; or (iv) any combination of the foregoing, provided that the aggregate number of additional Units that may be issued under such Over-Allotment Option does not exceed 4,287,000, the additional FT Shares that may be issued under such Over-Allotment Option does not exceed 1,072,500, and the aggregate number of Additional Québec FT Shares that may be issued under such Over-Allotment Option does not exceed 682,500.

The Company intends to use an amount equal to the gross proceeds from the sale of the FT Shares and QFT Shares to incur eligible “Canadian exploration expenses” that qualify as “flow-through mining expenditures” as both such terms are defined in the Tax Act) (the “**Qualifying Expenditures**”) related to the Company’s projects in Québec on or before December 31, 2024. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Shares and QFT Shares effective December 31, 2023.

The net proceeds from the sale of the Units will be used by the Company to fund exploration and development at the Company’s Troilus gold project, and for working capital and general corporate purposes. In addition, with respect to the QFT Shares only, and with respect to Québec resident subscribers who are eligible individuals under the Québec Tax Act, the Qualifying Expenditures will also qualify for inclusion in the “exploration base relating to certain Québec exploration expenses” within the meaning of section 726.4.10 of the Québec Tax Act and for inclusion in the “exploration base relating to certain Québec surface mining expenses or oil and gas exploration expenses” within the meaning of section 726.4.17.2 of the Québec Tax Act.

On November 3, 2023, the Company and the Underwriters entered into an underwriting agreement (the “**Underwriting Agreement**”) with respect to the Offering.

On November 3, 2023, the Company filed a preliminary short form prospectus in each of the provinces of Canada (the “**Preliminary Prospectus**”), pursuant to which the Offered Securities will be offered. Completion of the Offering, which is expected to close on or about November 20, 2023, remains subject to the Company obtaining a receipt on a final short form prospectus following the completion of a regulatory review, and receipt of approval from the Toronto Stock Exchange. A copy of the Preliminary Prospectus, including the documents incorporated by reference therein, and the Underwriting Agreement, are available on the Company’s issuer profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

The Offered Securities have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor will there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Offered Securities have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor will there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 5.2. Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8. Executive Officer**

For further information, contact:

Justin Reid  
Chief Executive Officer  
t: (647) 276-0050 x 1305

**Item 9. Date of Report**

November 9, 2023.

### **Cautionary Note Regarding Forward Looking Statements and Information**

*This material change report contains forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable securities laws. Such forward-looking statements include, without limitation, statements regarding the closing of the Offering, the timing of the closing of the Offering and the filing of the final prospectus, the use of proceeds from the Offering, the ability of the Company to renounce Qualifying Expenditures in favour of the subscribers, tax treatment of the FT Shares and QFT Shares, the receipt of regulatory approvals, the exercise of the option granted to the Underwriters and future results of operations, performance and achievements of the Company. Although the Company believes that such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors and risks, including, uncertainties with respect to obtaining all regulatory approvals to complete the Offering, uncertainties of the global economy, market fluctuations, the discretion of the Company in respect to the use of proceeds discussed above, any exercise of termination by counterparties under applicable agreements, the Company’s inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies and other risks identified in its disclosure documents filed at [www.sedarplus.ca](http://www.sedarplus.ca). This material change report is not, and is not to be construed in any way as, an offer or recommendation to buy or sell securities in Canada or in the United States.*

*Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual events, results and/or developments may differ materially from those in the forward-looking statements. Readers should not place undue reliance on the Company’s forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with and as required by applicable securities laws.*