FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF ISSUER

StrikePoint Gold Inc. (the "**Company**")
Suite 3123 - 595 Burrard Street
PO Box 49139 Three Bentall Centre
Vancouver, BC V7X 1J1

ITEM 2. DATE OF MATERIAL CHANGE

March 18, 2024

ITEM 3. NEWS RELEASE

The Company disseminated a news release in respect of the material change on March 18, 2024 and subsequently filed on SEDAR+ on March 18, 2024.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On March 18, 2024 the Company closed the second and final tranche ("**Tranche 2**" of its fully subscribed non-brokered private placement (the **"Financing**"). The Company issued an additional 19,431,250 units (each, a "**Unit**"), at a price of $0.04 per Unit for gross proceeds of $777,250 (all dollar figures are denominated in Canadian dollars), bringing the total offering to 50,118,750 units for aggregate gross proceeds of $2,004,750 when combined with the previous closing.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has completed Tranche 2 of the Financing. The Company issued an additional 19,431,250 units (each, a "Unit"), at a price of $0.04 per Unit for gross proceeds of $777,250 (all dollar figures are denominated in Canadian dollars), bringing the total offering to 50,118,750 units for aggregate gross proceeds of $2,004,750 when combined with the previous closing, subject to final approval from the TSX Venture Exchange ("**TSXV**"). For further information on this previously announced private placement, refer to the Company's news releases dated February 13, 2024 and March 4, 2024.

Each Unit consists of one common share and one-half of one share purchase warrant (a "**Warrant**"). Each whole Warrant entitles the holder to acquire one common share of the Company at an exercise price of $0.07 until March 18, 2026. All shares and Warrants issued pursuant to the Private Placement are subject to a four month hold period expiring July 19, 2024.

In connection with the closing of the Financing, the Company paid $35,175 and issued 879,375 non-transferrable broker warrants ("**Finder's Warrants**") to certain eligible finders in consideration for introducing subscribers to the Financing. Each Finder's Warrant entitles the holder thereof to purchase one Common Share of the Company at a price of $0.07 until March 18, 2026.

In accordance with the policies of the TSXV, the Company is relying on a minimum price exception in order to issue securities at less than $0.05 per listed security. As such, the aggregate number of common shares issued by the Company at less than $0.05 in the Financing and in the next 12-month period may not exceed 100% of the number of common shares which were issued and outstanding prior to the Financing.

Certain insiders of the Company participated in tranche one ("**Tranche 1**") of the Financing and acquired an aggregate of 2,000,000 Units. Their purchases constitute "related party transactions" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The issuances are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as they are distributions of securities for cash and the fair market value of the Units issued to, and the consideration paid by, the insiders did not exceed 25% of the Company's market capitalization. No new insiders were created, nor any change of control occurred, as a result of Tranche 2 of the Financing.

It is anticipated that proceeds from the Financing will be utilized as follows: Cuprite Gold Project exploratory drilling program, including assay costs and geological review (approximately 83%); claim fee maintenance fees (approximately 7%); with the remaining amount for general working capital, including regulatory, legal, and other fees associated with closing the Financing (approximately 10%). None of the proceeds raised will be used to pay "Non-Arm's Length Parties" (as defined in the policies of the TSX Venture Exchange) or to fund Investor Relations activities.

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

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Michael G. Allen, President, Chief Executive Officer & Director
Email: ma@strikepointgold.com
Phone: (604) 374-8381

ITEM 9. DATE OF REPORT

March 18, 2024