51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

International Iconic Gold Exploration Corp. (the "**Company**")
Suite 3020 – 700 West Georgia Street
Vancouver, BC V7Y 1K8

Item 2 Date of Material Change

December 15, 2022

Item 3 News Release

The news release dated December 16, 2022, was disseminated through Stockwatch.

Item 4 Summary of Material Change

The Company has entered into a loan agreement with Trotwood Invest AG ("**Trotwood**") for the principal sum of $825,000.00 (the "**Loan**"). The Loan matures on December 15, 2024, and after its first year, bears an interest rate of 12.75% per annum.

The proceeds from the Loan will be used to pay the Company's second installment to NovaGold Argentina Inc. ("**NovaGold**"), pursuant to the Company's share purchase agreement with NovaGold dated November 3, 2021, pursuant to which NovaGold sold all of its shares in Minas San Roque S.A to the Company. The remainder of the Loan proceeds will be used for applicable taxes related to the payment and other Argentina-based expenses.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Robert Abenante, Chief Executive Officer, (236) 259-0279

Item 9 Date of Report

January 6, 2023