FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

TomaGold Corporation (the "**Corporation**")
410 rue St-Nicolas, suite 236
Montréal, Québec H2Y 2P5

Item 2 Date of Material Change

April 30, 2026 and May 8, 2026

Item 3 News Release

News release with respect to the material change referred to in this report was disseminated on April 30, 2026 and May 8, 2026, through a Canadian news wire and filed on the system for electronic document analysis and retrieval (SEDAR+).

Item 4 Summary of Material Change

The Corporation is pleased to announce the closing of the 1st tranche and 2nd tranche of its previously announced non-brokered private placement (the "**Private Placement**") for total proceeds of $1,032,619.98.

Item 5 Full Description of Material Change

The Corporation is pleased to announce the closing of the first tranche (the "**First Tranche**") and second tranche (the "**Second Tranche**") of its previously announced non-brokered private placement (the "**Private Placement**") for total proceeds of $1,032,619.98. The First Tranche was completed through the issuance of 10,483,333 hard cash units (the "**HC Units**") at a price of $0.06 per HC Unit, and of 2,999,600 flow-through units of the Company ("FT Units") at a price of $0.075 per FT Unit. The Second Tranche was completed through the issuance of 1,375,000 HC Units at a price of $0.06 per HC Unit, and of 1,282,000 FT Units at a price of $0.075 per FT Unit. Each HC Unit consists of one common share in the capital of the Company and one-half of one share purchase warrant (each whole warrant, a "**Warrant**"), with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 24 months from the date of issuance. Each FT Unit consists of one common share in the capital of the Company that will qualify as a "flow-through share" for the purposes of the Income Tax Act (Canada) (each, a "**FT Share**") and one-half of one Warrant.

In connection with the closing of the First Tranche, the Company paid aggregate cash finder's fees of $3,673.35 and issued 68,976 compensation warrants to eligible finders (the "**Compensation Warrants**"). Each Compensation Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.10 for a period of 24 months from the date of issuance. In connection with the closing of the Second Tranche, the Company paid aggregate cash finder's fees of $4,194 and issued 55,920 Compensation Warrants. Each Compensation Warrant entitles the holder thereof to purchase one common share of the

Company at a price of $0.10 for a period of 24 months from the date of issuance. The Company also wishes to update the finder's fee information disclosed in its press release dated April 30, 2026. In connection with the closing of the first tranche of the Private Placement, the Company paid an aggregate cash finder’s fee of $27,893.35 to eligible finders.

The Company intends to use the gross proceeds from the sale of the FT Units to incur exploration expenses that are eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures”, as such terms are defined in the Income Tax Act (Canada). The net proceeds from the sale of the HC Units will be used by the Company for general and corporate working capital purposes.

The securities issued under the Private Placement, including the common shares underlying the Warrants and the Compensation Warrants, are subject to a hold period of four months and one day from the date of issuance. The Private Placement remains subject to final approval of the TSX Venture Exchange (the “**TSXV**”).

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

David Grondin
President and Chief Executive Officer
(514) 583-3490

Item 9 Date of Report

May 13, 2026