

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

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

Banyan Gold Corp. (the "Company")
Suite 510, 1100 Melville Street
Vancouver, British Columbia V6E 4A6

Item 2. Date of Material Change

A material change took place effective March 14, 2025

Item 3. Press Release

On March 14, 2025, a news release in respect of the material change was disseminated by the Company.

Item 4. Summary of Material Change

The Company announced that it had completed a non-brokered private placement (the "Offering") pursuant to which it (i) 32,000,000 common shares (the "**Premium FT Shares**"), which qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**"), at a price of \$0.336 per Premium FT Share, for gross proceeds of \$10,752,000; (ii) 7,838,000 common shares (the "**FT Shares**"), which qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Tax Act), at a price of \$0.285 per FT Share, for gross proceeds of \$2,233,830 and (iii) 6,298,000 common shares (the "**HD Shares**") at a price of \$0.24 per HD Share for gross proceeds of \$1,511,520, for aggregate gross proceeds to the Company of \$14,497,350 (the "**Offering**").

Item 5. Full Description of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

The Company announced that it had completed the Offering pursuant to which it issued an aggregate of 32,000,000 Premium FT Shares at a price of \$0.336 each, 7,838,000 FT Shares at a price of C\$0.285 each and 6,298,000 HD Shares at a price of C\$0.24 each.

Pursuant to the Offering, Tara Christie subscribed for an aggregate of 180,000 FT Shares at a price of \$0.285 per FT Share. Ms. Christie is an insider of the Company. As of March 14, 2025 immediately prior to the closing of the Offering, Ms. Christie held an aggregate of 14,016,397 common shares of the Company ("Shares") and convertible securities entitling Ms. Christie to acquire an additional 8,880,999 Shares, representing approximately 4.2% of the issued and outstanding Shares (and approximately 6.8% on a partially diluted basis assuming exercise of such convertible securities only). Following the closing of the Offering, Ms. Christie holds an aggregate of 14,196,397 Shares and convertible securities entitling Ms. Christie to acquire an additional 8,880,999 Shares, representing approximately

3.7% of the issued and outstanding Shares (and approximately 6.0% on a partially diluted basis assuming exercise of such convertible securities only).

Pursuant to the Offering, David Rutt subscribed for an aggregate of 70,174 FT Shares at a price of \$0.285 per FT Share. Mr. Rutt is an insider of the Company. As of March 14, 2025 immediately prior to the closing of the Offering, Mr. Rutt held an aggregate of 2,154,050 common shares of the Company (“Shares”) and convertible securities entitling Mr. Rutt to acquire an additional 3,900,000 Shares, representing less than 1% of the issued and outstanding Shares (and approximately 1.8% on a partially diluted basis assuming exercise of such convertible securities only). Following the closing of the Offering, Mr. Rutt holds an aggregate of 2,224,224 Shares and convertible securities entitling Mr. Rutt to acquire an additional 3,900,000 Shares, representing less than 1% of the issued and outstanding Shares (and approximately 1.6% on a partially diluted basis assuming exercise of such convertible securities only).

Pursuant to the Offering, David Reid subscribed for an aggregate of 88,000 FT Shares at a price of \$0.285 per FT Share. Mr. Reid is an insider of the Company. As of March 14, 2025 immediately prior to the closing of the Offering, Mr. Reid held an aggregate of 5,743,824 common shares of the Company (“Shares”) and convertible securities entitling Mr. Rutt to acquire an additional 3,842,307 Shares, representing approximately 1.7% of the issued and outstanding Shares (and approximately 2.9% on a partially diluted basis assuming exercise of such convertible securities only). Following the closing of the Offering, Mr. Reid holds an aggregate of 5,831,824 Shares and convertible securities entitling Mr. Rutt to acquire an additional 3,842,307 Shares, representing approximately 1.6% of the issued and outstanding Shares (and approximately 1.6% on a partially diluted basis assuming exercise of such convertible securities only).

The financing was approved by the board of directors pursuant to directors’ resolutions dated March 11, 2025. The transaction is exempt from the formal valuation and minority shareholder approval requirements of applicable securities laws as at the time the financing was agreed to, neither the fair market value of the subject matter of, or the fair market value of the consideration for, the financing insofar as it involves interested parties, exceeded 25% of the Company’s market capitalization. The financing was completed to raise proceeds for exploration of the Company’s mineral properties and for general corporate purposes. A material change report is being filed in connection with the insider participation in the financing less than 21 days in advance of closing of the financing, as the Company did not have prior confirmation of such participation. The private placement remains subject to final regulatory approval.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

David Rutt

Item 9. Date of Report

DATED at Vancouver, in the Province of British Columbia, this 18th day of March 2025.

SCHEDULE "A"

Banyan Announces Closing of Private Placement for Aggregate Proceeds of \$14.5 Million

Not for distribution to United States newswire services or for dissemination in the United States

Vancouver, BC – March 14, 2025 – Banyan Gold Corp. (TSX-V: BYN, OTCQB: BYAGF) (the "**Company**") is pleased to announce that it has closed a non-brokered private placement whereby the Company has issued (i) 32,000,000 common shares (the "**Premium FT Shares**"), which qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**"), at a price of \$0.336 per Premium FT Share, for gross proceeds of \$10,752,000; (ii) 7,838,000 common shares (the "**FT Shares**"), which qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Tax Act), at a price of \$0.285 per FT Share, for gross proceeds of \$2,233,830 and (iii) 6,298,000 common shares (the "**HD Shares**") at a price of \$0.24 per HD Share for gross proceeds of \$1,511,520, for aggregate gross proceeds to the Company of \$14,497,350 (the "**Offering**").

There was no finders fee or commissions issued for the Offering.

"This strategic financing positions Banyan to advance the AurMac Project in 2025 and 2026 including an upsized drill program in 2025, metallurgy, engineering, baseline studies and community engagement," said, Tara Christie, President and Chief Executive Officer of the Company. "It provides us the resources to expand the scope of our upcoming exploration program and capitalize on high-grade results and strategic targets. We are excited to continue to demonstrate value at AurMac and we are grateful for the continued support of our shareholders."

The Premium FT Shares, FT Shares and HD Shares were issued pursuant to applicable private placement exemptions and are subject to a hold period under Canadian securities laws expiring July 15, 2025.

The Company will use the gross proceeds raised pursuant to the issuance of Premium FT Shares and FT Shares to incur (or be deemed to incur) eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" (as both terms are defined in the Tax Act) related to the Company's projects in the Yukon (the "**Qualifying Expenditures**"), on or before December 31, 2026, and to renounce all the Qualifying Expenditures in favour of the subscribers of the Premium FT Shares and FT Shares effective December 31, 2025. The net proceeds raised pursuant to the issuance of the HD Shares will be used for general and administrative expenses.

Insiders of the Company acquired an aggregate of 338,174 common shares in connection with the Offering. The Company is exempt from the valuation and minority shareholder approval requirements applicable to "related party transactions" as defined in Multilateral Instrument 61-101 – Protection of Minority Holders in Special Transactions ("**MI 61-101**") on the basis of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the participation in the Offering by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the Offering, as the details of the Offering were not previously known by the Company. The Company understands that the initial purchasers of Premium FT Shares may donate such securities to registered charities and/or such initial purchasers or registered charities may sell such securities onwards to end purchasers pursuant to transactions involving such purchasers, charities and/or end buyers.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful,

including any of the securities in the United States of America. The securities have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available. "United States" and "U.S. person" have the meaning ascribed to them in Regulation S under the 1933 Act.

For further information, please contact:

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Neither the TSX Venture Exchange, its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) nor OTCQB Venture Market accepts responsibility for the adequacy or accuracy of this release.

Disclaimer for Forward-Looking Information

This news release includes certain forward-looking statements concerning the use of proceeds of the Offering, the tax treatment of the Premium FT Shares and the FT Shares, the timing of the Qualifying Expenditures, the future performance of the Company's business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, the future tax treatment of the Premium FT Shares and the FT Shares, competitive risks and the availability of financing, as described in more detail in the Company's recent securities filings available at under the Company's profile on SEDAR+ at www.sedarplus.ca. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon. The Company assumes no obligation to revise or update these forward-looking statements except as required by applicable law

