

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 - Name and Address of Issuer

GFG Resources Inc. (the “Issuer”)
202 – 640 Broadway Avenue
Saskatoon, SK S7N 1A9

ITEM 2 - Date of Material Change

April 13, 2023

ITEM 3 - News Release

On April 13, 2023, 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 issued shares pursuant to a previously announced option agreement with International Explorers and Prospectors Inc. (“IEP”). Pursuant to the agreement, GFG issued a total of 1,213,592 common shares of the Company to IEP.

ITEM 5 - Full Description of Material Change

The material change is described in the Company’s press release attached hereto in Schedule “A”, which press release is incorporated by reference herein.

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:

Contact: Rick Johnson, Chief Financial Officer
Tel: (306) 931-0930

ITEM 9 - Date of Report

April 17, 2023

Schedule “A”

GFG Issues Shares to IEP Pursuant to WWCC Gold Property Option Agreement

April 13, 2023, Saskatoon, Saskatchewan, Canada: GFG Resources Inc. (TSX-V: GFG) (OTCQB: GFGSF) (“GFG” or the “Company”) announces that it has issued shares pursuant to the previously announced option agreement (the “Agreement”) with International Explorers and Prospectors Inc. (“IEP”) whereby GFG can acquire a 100% interest of the WWCC Property, located 40 kilometres east of Timmins, Ontario (see news release: “[GFG Finalizes WWCC Property Acquisition East of the Prolific Timmins Gold District](#)”).

Pursuant to the Agreement, GFG issued a total of 1,213,592 common shares of the Company to IEP at a deemed value of C\$0.1236 per common share based on the VWAP for the five previous trading days. The common shares issued will have a statutory hold period of four months and one day from the date of issuance.

About GFG Resources Inc.

GFG is a North American precious metals exploration company focused on district scale gold projects in tier one mining jurisdictions, Ontario and Wyoming. In Ontario, the Company operates three gold projects, each large and highly prospective gold properties within the prolific gold district of Timmins, Ontario, Canada. The projects have similar geological settings that host most of the gold deposits found in the Timmins Gold Camp which have produced over 70 million ounces of gold. The Company also owns 100% of the Rattlesnake Hills Gold Project, a district scale gold exploration project located approximately 100 km southwest of Casper, Wyoming, U.S. In Wyoming, the Company has partnered with Group 11 through an option and earn-in agreement to advance the Company’s Rattlesnake Hills Gold Project with a technology that could revolutionize the gold mining industry.

For further information, please contact:

GFG Resources Inc.

Brian Skanderbeg, President & CEO

or

Marc Lepage, Vice President, Business Development

Phone: (306) 931-0930

Email: info@gfgresources.com

Website: www.gfgresources.com

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

CAUTION REGARDING FORWARD-LOOKING INFORMATION

All statements, other than statements of historical fact, contained in this news release constitute “forward-looking information” within the meaning of applicable Canadian securities laws and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (referred to herein as “forward-looking statements”). Forward-looking statements include, but are not limited to, the Company’s future exploration plans with respect to its property interests and the timing thereof, the prospective nature of its properties, future price of gold, success of exploration activities and metallurgical test work, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of exploration work, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not

anticipate” or “believes”, or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results, “may”, “could”, “would”, “will”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotation thereof.

All forward-looking statements are based on various assumptions, including, without limitation, the expectations and beliefs of management, the assumed long-term price of gold, that the Company will receive required permits and access to surface rights, that the Company can access financing, appropriate equipment and sufficient labour, and that the political environment within Canada and the United States will continue to support the development of mining projects in Canada and the United States. In addition, the similarity or proximity of other gold deposits to the Company’s projects is not necessary indicative of the geological setting, alteration and mineralization of the Rattlesnake Hills Gold Project, the Goldarm Property, the Pen Gold Project and the Dore Gold Project.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of GFG to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: actual results of current exploration activities; environmental risks; future prices of gold; operating risks; accidents, labour issues and other risks of the mining industry; availability of capital, delays in obtaining government approvals or financing; and other risks and uncertainties. These risks and uncertainties are not, and should not be construed as being, exhaustive.

Although GFG has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. In addition, forward-looking statements are provided solely for the purpose of providing information about management’s current expectations and plans and allowing investors and others to get a better understanding of our operating environment. Accordingly, readers should not place undue reliance on forward-looking statements.

Forward-looking statements in this news release are made as of the date hereof and GFG assumes no obligation to update any forward-looking statements, except as required by applicable laws.