

**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, 2026

ITEM 3 - News Release

On April 13, 2026, 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 its earn-in requirements to earn 100% of the Wilkie, Walker, Coulson and Carr Properties. Pursuant to an option agreement with International Explorers and Prospectors Inc. (“IEP”), GFG issued the final share payment of 1,665,556 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 13, 2026

Schedule “A”

GFG Exercises its Option and Earns 100% in the 6,500-Hectare WWCC Property in the Prolific Timmins Gold District

April 13, 2026 – Saskatoon, Saskatchewan, Canada – GFG Resources Inc. (TSXV: GFG | OTCQB: GFGSF) (“GFG” or the “Company”) announces that it has completed its obligations pursuant to its previously announced definitive agreement (the “**Agreement**”) with International Explorers and Prospectors Inc. (“**IEP**”) to acquire a 100% interest in the 6,500-hectare WWCC Property (“**WWCC**”) (see April 2022 news release: “[*GFG Significantly Expands Presence East of the Prolific Timmins Gold District by Adding 13,300 Hectares*](#)”), subject to certain pre-existing encumbrances (the “**Encumbrances**”). WWCC forms part of GFG’s now 100% owned Goldarm Property. The consolidated Goldarm Property consists of over 15,000 hectares and covers over 30 kilometres (“**km**”) of the prospective Pipestone and North Pipestone deformation zones which hosts multiple gold deposits and mines in one of the most prolific gold districts in the world (**See Figures 1-2**).

Pursuant to the Agreement, GFG issued its final share payment of 1,665,556 common shares of the Company to IEP, exceeded the C\$2.0 million in exploration expenditures and transferred C\$400,000 in assessment credits to IEP. IEP will retain a net smelter royalty of up to 2% on certain claims (of which 1% may be repurchased by the Company for C\$1.0 million). The common shares issued to IEP are subject to a statutory hold period expiring on August 10, 2026.

Brian Skanderbeg, President and CEO of GFG, commented, “The consolidation of the Goldarm Property, including WWCC, represents a significant milestone in advancing our vision to discover the next Timmins gold mine. District-scale consolidation opportunities in a proven gold camp are rare, and we believe this underexplored region holds exceptional discovery potential.

Strategically located along major structural corridors and near four mills and multiple producing gold mines, Goldarm provides a clear strategic and operational advantage. With over 30 kilometres of prospective strike length, we are well positioned to execute our regional exploration strategy and systematically unlock value across the district.

Over the past year, we have advanced Goldarm through an aggressive yet disciplined approach, leveraging modern techniques such as sonic till sampling and targeted drilling to test underexplored areas due to till cover. This work is generating multiple opportunities for discovery, and we believe GFG is well positioned to deliver meaningful results in one of the world’s premier gold districts.”

2026 Exploration Program

GFG is well financed and positioned to execute a robust, multi-pronged exploration program in 2026, focused on advancing the Aljo Gold Project toward resource-scale definition while unlocking new discoveries across the broader Goldarm and Pen properties. The Company’s strategy is centered on systematic exploration, disciplined capital allocation, and generating consistent, high-impact results across its district-scale land position.

Goldarm Property – District-Scale Discovery Engine

At Goldarm, GFG is advancing a comprehensive regional exploration program across priority structural corridors. A 90-hole sonic drilling campaign - now nearing completion - has been designed to collect base-of-till (“**BOT**”) and top-of-bedrock samples along the prospective Pipestone Fault corridor, establishing a strong foundation for a multi-year discovery pipeline. This work is complemented by targeted diamond drilling of high-priority anomalies generated through integrated geological, structural, and geophysical analysis, positioning Goldarm as a key driver of new discoveries.

Aljo Gold Project – Resource Growth Focus

At Aljo, drilling is set to resume with a focus on systematic infill and step-out programs across the Hangingwall (“HW”), Main, and Footwall (“FW”) zones. Exploration will prioritize expanding mineralization along strike and at depth, particularly within the HW Zone below historical mine workings and the emerging FW corridor, where recent drilling has identified new zones of gold mineralization. Continued step-outs to the east and west are expected to further define and expand the overall footprint of the Aljo gold system.

Pen Gold Project – Target Advancement

At the Pen Gold Project, located west of Timmins, GFG continues to refine and prioritize a pipeline of regional targets supported by encouraging drill results, newly acquired induced polarization data, and extensive BOT sampling. Elevated gold grain counts and pathfinder mineral signatures have outlined fertile structural corridors that are being advanced toward drill testing later in 2026.

Strategic Outlook

GFG’s 2026 exploration strategy reflects a clear commitment to putting capital in the ground, leveraging its district-scale land position, and advancing multiple discovery opportunities across one of Canada’s most prolific and infrastructure-rich gold camps. Continued growth at Aljo, combined with systematic regional exploration at Goldarm and Pen, positions the Company for a catalyst-rich year with strong potential for both discovery and resource expansion.

Figure 1: Regional Map of GFG Gold Projects in the Timmins Gold District

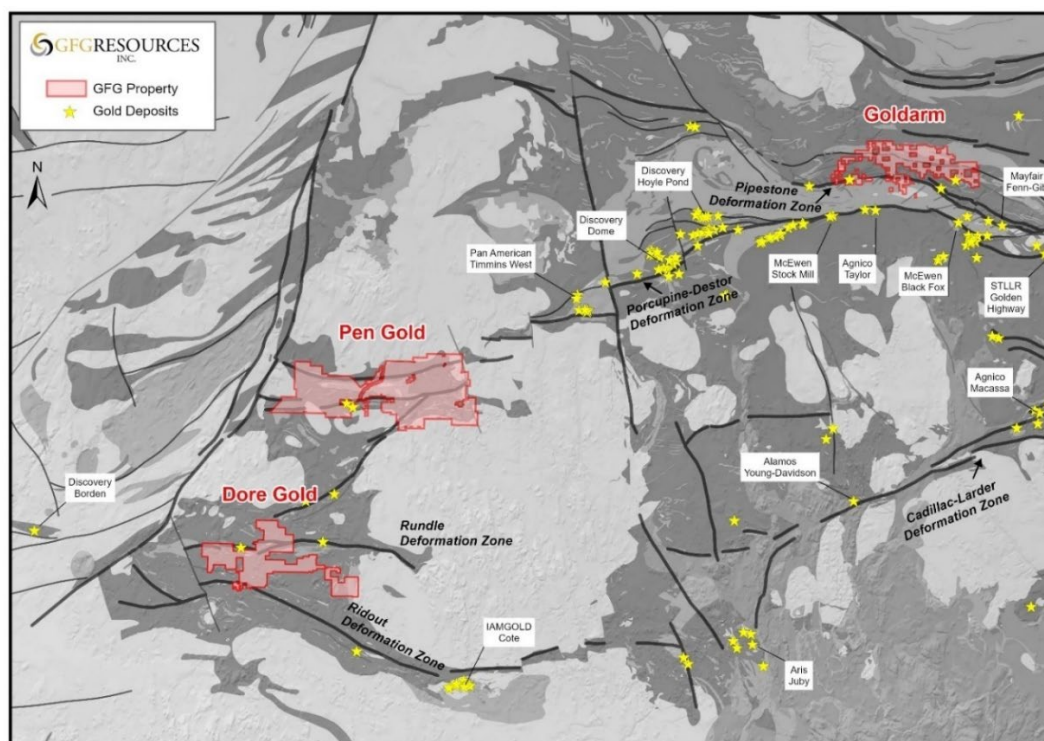
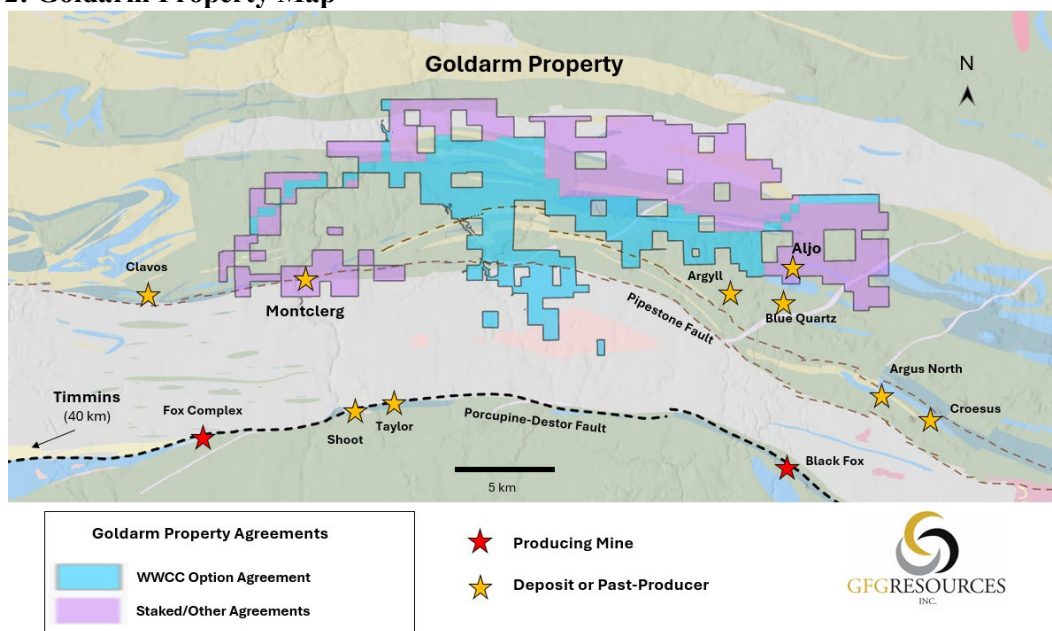


Figure 2: Goldarm Property Map



The Encumbrances include net smelter return royalties ranging from 0.25% to 2% on certain mining claims comprising WWCC, a back-in right held by a third party to repurchase a 51% interest in certain of the mining claims comprising WWCC upon attainment of a specified threshold mineral resource with respect to base metals, and a right of first refusal of a third party to enter into an offtake agreement with respect to certain of the mining claims comprising WWCC.

Should GFG make a public announcement of a National Instrument 43-101 compliant Mineral Resource of a minimum of 1,000,000 ounces of gold equivalent on certain claims comprising the WWCC property, GFG shall make a one-time payment of C\$1.0 million in cash or common shares (based on the volume weighted average price ("VWAP") for the five trading days immediately preceding the announcement of such Mineral Resource), at the election of GFG. Should GFG make a subsequent public announcement(s) of a further National Instrument 43-101 compliant Mineral Resource of a minimum of 1,000,000 ounces of gold equivalent on certain claims comprising the WWCC property and that reside outside a two km radius from any previous announcement, GFG shall make a one-time payment in respect of each such subsequent announcement in the amount of C\$1.0 million, in either cash or common shares (based on the VWAP for the five trading days immediately preceding the announcement of such Mineral Resource), at the election of GFG.

About GFG Resources Inc.

GFG is a North American precious metals exploration company focused on district scale gold projects in tier one mining jurisdictions. The Company operates three gold projects, each hosting 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.

For further information, please contact:

Brian Skanderbeg, President & CEO

or

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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 the projects, 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 will continue to support the development of mining projects. 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 Goldarm Property, the WWCC 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 and the additional risks described in the Company’s most recently filed annual and interim MD&A 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.