

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Sailfish Royalty Corp. (the “**Company**” or “**Sailfish**”)
Sea Meadow House, PO Box 116
Road Town Tortola, British Virgin Islands VG1110

Item 2 Date of Material Change

April 10, 2026

Item 3 News Release

The news release was disseminated on April 10, 2026 through Newsfile Corp., and subsequently filed under the Company’s profile on SEDAR+.

Item 4 Summary of Material Change

On April 10, 2026 the Company announced that, further to its news release dated February 24, 2026, it has completed the previously announced sale of all of the issued and outstanding shares of Terraco Gold Corp. (“**Terraco Gold**”), a wholly owned subsidiary of Sailfish, to OR Royalties Inc. (the “**Transaction**”) for after-tax cash consideration of US\$168 million (the “**Purchase Price**”).

Item 5 Full Description of Material Change

On April 10, 2026 the Company announced that further to its news release dated February 24, 2026, it has completed the previously announced sale of all of the issued and outstanding shares of Terraco Gold to OR Royalties Inc. for the Purchase Price.

Terraco Gold, through its subsidiaries TGC Holdings Ltd. and Terraco Royalties USA, Inc., holds:

- an up to 3% net smelter return royalty on Solidus Resources' Spring Valley gold project in Pershing County, Nevada, USA; and
- a 2% net smelter return royalty on Solidus Resources' Moonlight property in Nevada, USA.

In connection with the Transaction, National Bank Financial Inc. acted as a financial advisor and INFOR Financial Group acted as a strategic advisor to the Company. DuMoulin Black LLP acted as legal counsel to the Company.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

For further information, contact:

Paolo Lostritto
Chief Executive Officer
Tel: 416-602-2645

Akiba Leisman
Executive Chairman
Tel: 917-558-5289

Item 9 Date of Report

April 13, 2026