

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

Item 1 Name and Address of Company

P2 Gold Inc. (the “Company” or “P2 Gold”)
1100 - 355 Burrard Street
Vancouver, BC V6C 2G8

Item 2 Date of Material Change

December 23, 2021

Item 3 News Release

A news release announcing the material change was issued on December 23, 2021 through Globe Newswire. The new release was filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

On December 23, 2021 the Company reported that it had closed the non-brokered private placement announced on December 9th and 14th, 2021, for gross proceeds of approximately \$5.68 million.

Item 5.1 Full Description of Material Change

On December 23, 2021 the Company reported that it had closed the non-brokered private placement of flow-through units (the “FT Offering”), premium flow-through units (the “PFT Offering”) and non-flow-through units (the “NFT Offering”) (collectively, the FT Offering, PFT Offering and NFT Offering are the “Private Placement”) for gross proceeds of approximately \$5.68 million.

In closing the Private Placement, the Company issued 3,959,933 flow-through-units (the “FT Units”) of the Company for gross proceeds of approximately \$3.05 million, 1,458,616 premium flow-through units (the “PFT Units”) of the Company for gross proceeds of approximately \$1.23 million and 2,421,188 non-flow-through units (the “NFT Units”) of the Company for gross proceeds of approximately \$1.40 million.

Under the FT Offering, Probity Mining 2021-II Short Duration Flow-Through LP acquired 1,948,052 FT Units for approximately \$1.5 million, Cordillera Minerals Group Ltd acquired 530,000 FT Units for \$408,100 and funds managed by Sprott Asset Management LP acquired 450,000 FT Units for \$346,500.

Flow-Through Offering

Each FT Unit consists of one flow-through common share in the capital of the Company (a “FT Share”) and one non-flow-through common share purchase warrant (a “FT Warrant”). The FT Shares qualify as “flow-through shares” for purposes of the Income Tax Act (Canada). Each FT Warrant entitles the holder to purchase one additional non-flow-through common share in the capital of the Company at an exercise price of \$0.90

per common share for a period of two years from the date of issue (the “FT Expiry Time”), provided that, if after four months from the date of issue, the closing price of the common shares of the Company on the TSX Venture Exchange (the “Exchange”) is equal to or greater than \$1.75 for a period of 10 consecutive trading days at any time prior to the FT Expiry Time, the Company will have the right to accelerate the FT Expiry Time of the FT Warrants by giving notice to the holders of the FT Warrants by news release or other form of notice permitted by the certificate representing the FT Warrants that the FT Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 15 days from the date notice is given.

The gross proceeds of the FT Offering will be used to fund exploration expenditures on the BAM Property and other Canadian Exploration Expenses that will qualify as “flow through mining expenditures” as defined in subsection 127(9) of the Income Tax Act (Canada), and “BC flow-through mining expenditures”, as defined in the Income Tax Act (British Columbia).

Premium Flow-Through Offering

Each PFT Unit consists of one flow-through common share in the capital of the Company (a “PFT Share”) and one non-flow-through common share purchase warrant (a “PFT Warrant”). The PFT Shares qualify as “flow-through shares” for purposes of the Income Tax Act (Canada). Each PFT Warrant entitles the holder to purchase one additional non-flow-through common share in the capital of the Company at an exercise price of \$0.90 per common share for a period of two years from the date of issue (the “PFT Expiry Time”), provided that, if after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$1.75 for a period of 10 consecutive trading days at any time prior to the PFT Expiry Time, the Company will have the right to accelerate the PFT Expiry Time of the PFT Warrants by giving notice to the holders of the PFT Warrants by news release or other form of notice permitted by the certificate representing the PFT Warrants that the PFT Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 15 days from the date notice is given.

The gross proceeds of the PFT Offering will be used to fund exploration expenditures on the BAM Property and other Canadian Exploration Expenses that will qualify as “flow through mining expenditures” as defined in subsection 127(9) of the Income Tax Act (Canada), and “BC flow-through mining expenditures”, as defined in the Income Tax Act (British Columbia).

Non-Flow-Through Offering

Each NFT Unit consists of one non-flow-through common share in the capital of the Company and one non-flow-through common share purchase warrant (a “NFT Warrant”). Each NFT Warrant entitles the holder to purchase one additional non-flow-through common share in the capital of the Company at an exercise price of \$0.90 per common share for a period of two years from the date of issue (the “NFT Expiry Time”), provided that, if after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$1.75 for a period of 10 consecutive trading days at any time prior to the NFT Expiry Time, the Company will have the right to accelerate the NFT Expiry Time of the NFT Warrants by giving notice to the holders of the NFT Warrants by news release or other form of notice permitted by the certificate representing the NFT Warrants that the NFT

Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 15 days from the date notice is given.

The proceeds of the NFT Offering will be used to fund exploration expenditures and for general corporate purposes.

Private Placement

In connection with the Private Placement, the Company paid finder's fees of an aggregate of \$309,761 and issued an aggregate of 423,059 warrants to arm's length finders, representing 6% of the proceeds raised from subscriptions by, and 6% of the Units issued to, certain placees. All securities issued pursuant to the Private Placement will be subject to a four-month hold period. The securities offered pursuant to the Private Placement have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of such Act.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No omitted information.

Item 8 Executive Officer

Joseph Ovsenek
President & CEO
Telephone: (778) 731-1055

Item 9 Date of Report

December 29, 2021

Forward Looking Information

This material change report contains "forward-looking information" within the meaning of applicable securities laws that is intended to be covered by the safe harbours created by those laws. "Forward-looking information" includes statements that use forward-looking terminology such as "may", "will", "expect", "anticipate", "believe", "continue", "potential" or the negative thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, information with respect to the Company's expectations, strategies and plans for exploration properties

including the Company's planned expenditures and exploration activities and the use of proceeds from each of the FT Offering, the PFT Offering and the NFT Offering.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made, including without limitation, that the Company will be able to use the proceeds from each of the FT Offering, the PFT Offering and the NFT Offering as anticipated as well as the other assumptions disclosed in this news release. Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information, including without limitation, the inability to use the proceeds from each of the FT Offering, PFT Offering and NFT Offering as expected and risks associated with mineral exploration, including the risk that actual results and timing of exploration and development will be different from those expected by management. See "Risk Factors" in the Company's annual information form dated August 9, 2021 filed on SEDAR at www.sedar.com for a discussion of these risks.

The Company cautions that there can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information.

Except as required by law, the Company does not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.