

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address

Alerio Gold Corp. (the “**Company**”)
1600-409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

June 23, 2025

Item 3 News Release

News release dated June 23, 2025 was disseminated via the facilities of Stockwatch and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced it has closed its previously announced non-brokered private placement, resulting in the issuance of 24,550,000 Units of the Company (the “**Units**”) at a price of \$0.02 per Unit for gross proceeds of \$491,000. Each Unit will consist of one (1) common share in the capital of the Company (each a “**Share**”) and one-half (1/2) of one Share purchase warrant (each a “**Warrant**”). Each whole Warrant will entitle the holder thereof to acquire one (1) additional Share at a price of \$0.05 per Share, for a period of 24 months from the closing date.

Item 5 Full Description of Material Change

See attached news release for full description of Material Change.

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

Not applicable.

Item 7 Omitted Information

There is no information of material nature that has been omitted

Item 8 Executive Officer

Geoff Balderson, CFO and Director is knowledgeable about the Material Change Report and may be contacted by email at gb@corporateminds.ca

Item 9 Date of Report

June 23, 2025



NOT FOR DISTRIBUTION TO THE UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

ALERIO GOLD CLOSES PRIVATE PLACEMENT AND ANNOUNCES PROPOSED DEBT SETTLEMENT

June 23, 2025 – VANCOUVER, BRITISH COLUMBIA – Alerio Gold Corp. (CSE: ALE) (“Alerio” or the “Company”) announces it has closed its previously announced non-brokered private placement as described in the press release on May 16, 2025 (the “Offering”), resulting in the issuance of 24,550,000 Units (the “Units”) at a price of \$0.02 per Unit for gross proceeds of \$491,000. Each Unit will consist of one (1) common share in the capital of the Company (each a “Share”) and one-half (1/2) of one Share purchase warrant (each a “Warrant”). Each whole Warrant will entitle the holder thereof to acquire one (1) additional Share at a price of \$0.05 per Share, for a period of 24 months from the closing date.

In connection with the Offering, the Company paid an aggregate cash finder’s fee of \$9,920 to eligible arm’s length finders. The Company intends to utilize the net proceeds from the Offering for exploration expenditures and general working capital.

Pursuant to applicable securities laws, all securities issued under the Private Placement are subject to a statutory hold period until October 24, 2025.

The Company has entered into debt settlement agreements with certain creditors to settle an aggregate of \$420,000 through the issuance of 21,000,000 units (the “Debt Settlement Units”) at a deemed price of \$0.02 per Unit. Each Debt Settlement Unit consists of one common share and one-half of one common share purchase warrant, with each whole warrant exercisable into one common share at a price of \$0.05 per share for a period of two (2) years from the date of issuance.

In addition, the Company proposes to settle a further \$185,000 in outstanding debt, including amounts owing under the previously issued promissory notes, through the issuance of 185 unsecured convertible notes (the “Convertible Notes”) at a price of \$1,000 per Convertible Note. The Convertible Notes will mature two (2) years from the date of issuance and will bear interest at a rate of 5% per annum. The principal and the accrued interest will be convertible, at the option of the holder, into units of the Company at the deemed conversion price of \$0.02 per Unit. Each Unit will consist of one common share and one-half of one common share purchase warrant, with each whole warrant exercisable at \$0.05 per share for a period of two (2) years from the closing date.

The securities to be issued under the Debt Settlement Units and Convertible Notes will be subject to a statutory hold period of four months and one day from the date of issuance, in accordance with applicable securities laws. Pursuant to the policies of the Canadian Securities Exchange, the Debt Settlement of Units and Convertible Notes transactions will close five (5) business days from the date of the press release.

MI 61-101 Disclosure

Raymond Van Empel, a shareholder of the Company holding more than 10% of the outstanding common shares, participated in the private placement, the proposed debt settlement, and the issuance of Convertible Notes. Lee

Garber, a director of the Company, participated in the issuance of Convertible Notes. The participation of these individuals constitutes a “related party transaction” under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements provided under Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities issued to, nor the consideration paid by, the related parties exceeds 25% of the Company’s market capitalization.

The securities to be issued pursuant to the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Alerio Gold Corp.

Alerio Gold is a mineral exploration and development company in the business of acquiring, and exploring gold properties, with a focus in Guyana, South America. The company currently has 100-per-cent interest in two properties located in Guyana.

ON BEHALF OF THE BOARD OF DIRECTORS

“Geoff Balderson”

Geoff Balderson, Director, CFO and Corporate Secretary

For further information, please contact:

Geoff Balderson

Telephone: 604-602-0001

Email: gb@corporateminds.ca

This press release contains forward-looking statements within the meaning of applicable securities laws relating to the Company, including statements regarding the proposed debt settlement transactions and anticipated closing date, the issuance of convertible notes and related securities, the use of proceeds from the private placement, and the participation of related parties in the transactions and the application of exemptions under Multilateral Instrument 61-101. Forward-looking statements are typically identified by words such as “anticipate,” “believe,” “expect,” “intend,” “estimate,” “plan,” “may,” “should,” “will,” and similar expressions. These statements are based on management’s current expectations and assumptions and are subject to a number of risks and uncertainties, including the risk that the Company may not complete the transactions as anticipated or at all, that required approvals may not be obtained, or that other conditions to closing may not be satisfied. Although the Company believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Actual results may differ materially from those expressed or implied in the forward-looking statements. Accordingly, readers should not place undue reliance on these statements. The forward-looking statements contained in this press release are made as of the date hereof, and the Company undertakes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.