

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address

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

Item 2 Date of Material Change

February 3, 2026

Item 3 News Release

News release dated February 3, 2026 was disseminated via the facilities of The Newswire and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced it has entered into a definitive option agreement dated February 3, 2026 (the “**Agreement**”), pursuant to which the Company acquired an option (the “**Option**”) to acquire a 100% interest in the Aurora NW Project, located in Guyana (the “**Property**”), comprising of associated mineral rights, permits and claims (the “**Transaction**”).

Pursuant to the terms of the Agreement, the Company has the Option to acquire the Property over a period of three years (the “**Option Period**”) in consideration for:

- a) \$50,000 USD cash consideration, \$10,000 USD which was paid upon signing the letter of intent for the transaction and the remaining balance which is payable upon signing the Definitive Agreement (the “**Effective Date**”) and additional \$50,000 USD within seven days of closing the previously announced financing.
- b) 2,000,000 Common Shares in the Capital of the Company is also payable on the Effective Date.

All securities issued pursuant to this Transaction will be subject to a hold period expiring on the later of four months from the date of issuance and ten (10) days following the filing of the Company’s Q2 financial statements reflecting the acquisition of the Transaction.

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

February 3, 2026



Lighthouse Gold to Acquire 100% interest in Aurora NW Project, Guyana

Vancouver, Canada – February 3, 2026 – Lighthouse Gold Inc. ("**Lighthouse Gold**" or the "**Company**") (CSE: LGHT) is pleased to announce, further to its news release dated [December 9, 2025](#), that the Company has entered into a definitive option agreement dated February 3, 2026 (the "**Agreement**"), pursuant to which the Company acquired an option (the "**Option**") to acquire a 100% interest in the Aurora NW Project, located in Guyana (the "**Property**"), comprising of associated mineral rights, permits and claims (the "**Transaction**").

Pursuant to the terms of the Agreement, the Company has the Option to acquire the Property over a period of three years (the "**Option Period**") in consideration for:

- a. \$50,000 USD cash consideration, \$10,000 USD which was paid upon signing the letter of intent for the transaction and the remaining balance which is payable upon signing the Definitive Agreement (the "**Effective Date**") and additional \$50,000 USD within seven days of closing the previously announced financing.
- b. 2,000,000 Common Shares in the Capital of the Company is also payable on the Effective Date.

In addition, a Net Smelter Royalty ("NSR") will be granted to the vendor based on annual production levels, as defined under the Guyanese Mining Act and its applicable regulations, as follows:

- 1.5% NSR on annual production conducted on a Large-Scale Basis;
- 5.0% NSR on annual production conducted on a Medium-Scale Basis;
- 5.0% NSR on annual production conducted on a Small-Scale Basis.

The Company may also repurchase the NSR at upon for the sum of USD \$500,000 that being the US \$125,000 per permit for a total of four permits.

The Agreement is subject to customary terms, conditions, representations, and warranties for transactions of this nature. The Transaction is also subject to the receipt of all necessary corporate and regulatory approvals, including the acceptance of the CSE.

The Transaction is an arm's length transaction and there will be no changes to the Company's board or management in connection with the Transaction. No finder's fees will be paid in connection with the Transaction.

All securities issued pursuant to this Transaction will be subject to a hold period expiring on the later of four months from the date of issuance and ten (10) days following the filing of the Company's Q2 financial statements reflecting the acquisition of the Transaction.

For additional information on the Property please refer to the Company's news release dated [December 9, 2025](#).

About Lighthouse Gold Corp.

is a mineral exploration and development company in the business of acquiring, and exploring gold properties, with a focus in Guyana, South America.

For more information, investors are encouraged to review the Company's public filings available at www.sedarplus.ca.

For further information, please contact:

Geoff Balderson, Chief Financial Officer & Director

Email: gb@corporatminds.ca

Telephone: 604-602-0001

Forward-Looking Statements

Forward-Looking Statements This news release contains "forward looking statements" or "forward looking information" (collectively, "Forward Looking Statements") that involve a number of risks and uncertainties. Forward Looking Statements are statements that are not historical facts and are generally, but not always, identified by the use of forward looking terminology such as "plans", "targets", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "outlook", "intends", "anticipates", "believes", or variations of such words and phrases or that state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms or similar expressions. The Forward Looking Statements in this news release relate to, among other things; the Company's ability to complete diligence and negotiate an acceptable Definitive Agreement with Augusto; the ability of the parties to close the Transaction and the satisfaction of the various conditions to closing; the Company's future exploration plan. Forward Looking Statements are based on certain key assumptions and the opinions and estimates of management and the Qualified Person, as of the date such statements are made, and they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any other future results, performance or achievements expressed or implied by the Forward Looking Statements. In addition to factors already discussed in this news release, such factors include, among others, risks relating to the Company's business, including possible changes in project parameters, including schedule and budget, as plans continue to be refined; uncertainties with respect to actual results of current exploration activities; the impact of the conflict in Ukraine and the Middle East, including resulting changes to the Company's supply chain and costs of supplies; product shortages; delivery and shipping issues; limitation on insurance coverage; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or in the completion of development or construction activities; opposition by social and non-government organizations to mining projects and smelting operations; unanticipated title disputes; claims or litigation; cyber attacks and other cybersecurity risks; changes to tax regimes in the jurisdictions in which the Company operates; as well as those risk factors discussed or referred to in any other documents filed from time to time with the securities regulatory authorities in all provinces and territories of Canada and available on SEDAR+ at www.sedarplus.ca. The reader has been cautioned that the foregoing list is not exhaustive of all factors which may have been used. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in Forward Looking Statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that

Forward Looking Statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company's Forward Looking Statements reflect current expectations regarding future events and speak only as of the date hereof. Unless required by securities laws, the Company undertakes no obligation to update Forward Looking Statements if circumstances or management's estimates or opinions should change. Accordingly, readers are cautioned not to place undue reliance on Forward-Looking Statements.