

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Hanstone Gold Corp.
Suite 970 – 777 Hornby Street
Vancouver, British Columbia V6Z 1S4

2. Date of Material Change

December 31, 2021

3. News Release

The news release announcing the material change was disseminated on December 31, 2021, through Stockwatch. The news release was also filed with the British Columbia and Alberta Securities Commissions on SEDAR.

4. Summary of Material Change

Hanstone Gold Corp. closed a subsequent follow-on tranche of its non-brokered private placement, issuing an additional 300,000 “flow through” common shares of the Company for additional gross proceeds of \$75,000.

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

Not applicable.

7. Omitted Information

No information has been intentionally omitted from this material change report.

8. Executive Officer

Robert Quinn, Vice President
(713) 412-2620

9. Date of Report

January 4, 2022



HANSTONE GOLD CLOSES FOLLOW-ON PRIVATE PLACEMENT

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

VANCOUVER, BC – December 31, 2021 – Hanstone Gold Corp. (TSXV: HANS) (FSE: HGO) ("**Hanstone**" or the "**Company**") is pleased to announce that further to its news release dated December 24, 2021, the Company has closed a subsequent follow-on tranche of the non-brokered private placement (the "**Offering**"), under which Hanstone issued an additional 300,000 "flow through" common shares of the Company ("**FT Common Shares**") for gross proceeds of \$75,000, all of which were issued on the same terms and conditions as announced December 24, 2021.

In connection with this follow-on tranche closing, the Company paid additional finder's fees in the amount of \$5,250 and issued 21,000 non-transferable compensation options, each entitling the holder thereof to purchase one common share at an exercise price of \$0.30 for 24 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, the expiry date of the compensation options will be automatically accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holder of the compensation options.

Given the closing of this follow-on tranche under the Offering, the Company raised a total \$847,500, and has: (i) issued an aggregate 2,274,000 FT Common Shares for gross proceeds of \$568,500.00; (ii) paid aggregate commission fees to eligible finders in the amount of \$12,600 cash and issued 52,150 non-transferrable compensation options upon the terms described above; and (iii) issued no additional Units (as defined in the prior news release). The proceeds received by the Company from the sale of FT Common Shares will be used to incur eligible "Canadian exploration expenses" ("**CEE**") that are "flow-through mining expenditures" (as such term is defined in the *Income Tax Act* (Canada)) related to the Company's Canadian mineral projects.

The closing of this follow-on tranche of the Offering is subject to the receipt of the approval of the TSX Venture Exchange. The securities issued under the follow-on tranche are subject to a four month hold period expiring May 1, 2022.

This press release is not an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

About Hanstone Gold

Hanstone is a precious and base metals explorer with its current focus on the Doc and Snip North Projects optimally located in the heart of the prolific mineralized area of British Columbia known as the Golden Triangle.

The Golden Triangle is an area which hosts numerous producing and past-producing mines and several large deposits that are approaching potential development. The Company holds a 100% earn in option in the 1,704-hectare Doc Project and owns a 100% interest in the 3,336-hectare Snip North Project. Hanstone has a highly experienced team of industry professionals with a successful track record in the discovery of gold deposits and in developing mineral exploration projects through discovery to production.

Ray Marks, President and Chief Executive Officer

For Further Information Contact:

Carrie Howes, Director of Communications, +1-(778)-551-8488, carrie@hanstonegold.com
Or visit the Company's website at www.hanstonegold.com

Cautionary Statement Regarding Forward Looking Information:

The information contained herein contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events, or developments that the Company expects or anticipates will or may occur in the future. Generally, but not always, forward-looking information and statements can be identified using words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", 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", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about Hanstone's business and the industry and markets in which it operates and will operate. Forward-looking information and statements are made based upon numerous assumptions, including among others, the results of planned exploration activities are as anticipated, the price of gold, the cost of planned exploration activities, that financing will be available if needed and on reasonable terms, that third party contractors, equipment, supplies and governmental and other approvals required to conduct Hanstone's planned exploration activities will be available on reasonable terms and in a timely manner and that general business and economic conditions will not change in a material adverse manner. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.