MATERIAL CHANGE REPORT
FORM 51-102F3

ITEM 1 Name and Address of Company

Mayfair Gold Corp. (the "**Company**")
489 MacDougall Street
Matheson, Ontario
P0K 1N0

ITEM 2 Date of Material Change

June 20, 2024.

ITEM 3 News Release

A news release was issued and disseminated through the facilities of Cision on June 20, 2024 and filed on SEDAR+ (www.sedarplus.ca).

ITEM 4 Summary of Material Change

On June 20, 2024, the Company announced that Ms. Christine Hsieh and Mr. Zach Allwright have been appointed as directors of the Company effective June 20, 2024. The Company also announced the resignations of Mr. Anthony Jew and Mr. Freddy as directors of the Company effective June 20, 2024.

ITEM 5 5.1 Full Description of Material Change

The Company announced that Ms. Christine Hsieh and Mr. Zach Allwright have been appointed as directors of the Company effective June 20, 2024.

Christine Hsieh is an international commercial lawyer with 25 years of global practice experience, including 13 years focusing on resources. Ms. Hsieh is currently the Group General Counsel for Promethiem AG. Previously Ms. Hsieh was the Executive Director – M&A of Eurasian Resources Group where she dealt with legal matters related to mining and infrastructure projects. Additionally, she served as Legal Counsel at Glencore International AG and gained early career experience at various law firms, specializing in the global energy and resources sector. She holds a Bachelor of Arts in Economics from the University of California, Berkeley and a law degree from Georgetown University.

Zach Allwright is a skilled mining professional with 15 years of diversified international experience, specializing in asset optimization and technical evaluations. Mr. Allwright currently serves as the Vice President - Projects and Evaluations for Faraday Copper (Lundin Group company) focused on advancing the Copper Creek project (Arizona) which is one of the largest undeveloped copper projects in North America. In his prior role as Director, North America for Mining Plus Consulting (part of the Byrnecut Group), he successfully delivered an extensive range of technical studies and asset evaluations in team environments. Notable engagements include the delivery of technical advisory to GT Gold (supporting the subsequent acquisition by Newmont in May 2021); facilitating the mining technical due diligence for Goldcorp culminating in the Newmont/Goldcorp merger in April 2019; leading the transformation of Lac Des Iles mine through the implementation of sub-level caving 2015¬-2018; and the delivery of various mass mining technical studies for Newcrest. Mr. Allwright (P.Eng) holds a Mining Engineering degree from the Western Australian School of Mines and an MBA from Curtin Graduate School of Business.

The Company also announced that Mr. Anthony Jew tendered his resignation as a director of the Company effective June 20, 2024. In light of the restrictions imposed by corporate law and the Company's articles on the number of additional directors that can be appointed between shareholder meetings, Mr. Freddy Brick also tendered his resignation as a director effective June 20, 2024, in order to permit the Company to further enhance the Board by adding the deep mining experience and expertise brought by Ms. Hsieh and Mr. Allwright.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

ITEM 6 Reliance on Section 7.1(2) of National Instrument 51-102 of the Act

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer

The name and business number of an executive officer of the Company who is knowledgeable about the material change and this report is:

Darren McLean
Interim CEO and President
Tel: +1 (800) 342-6705

ITEM 9 Date of Report

June 20, 2024