

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

1. Name and Address of Corporation:

Taurus Gold Corp. ("**Taurus**" or the "**Company**")
Unit 605, 130 Brew Street
Port Moody, BC V3H 0E3

2. Date of Material Change:

August 20 and 28, 2025

3. News Release:

News releases relating to the material changes described herein were released on August 20 and 28, 2025 through the facilities of Newsfile Corp.

4. Summary of Material Change:

On August 20, 2025, Taurus announced that it intends to complete a consolidation of its issued and outstanding common shares (the "**Common Shares**") on the basis of one (1) new common share for every four (4) existing Common Shares (the "**Consolidation**").

On August 20, 2025, Taurus also announced that concurrently with the Consolidation, the Company intends to undertake a non-brokered private placement of up to 140,000,000 post-Consolidation units (each, a "**Unit**") at a price of \$0.05 per Unit for gross proceeds of up to \$7,000,000.

On August 28, 2025, Taurus announced the appointment of Mr. Nisim Daniel to its Board of Directors, effective immediately, following the resignation of Lori Walton.

On August 28, 2025, Taurus also announced that it completed a continuance of Taurus from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (British Columbia).

5. Full Description of Material Change:

5.1 Full Description of Material Change

Please see attached Schedules "A" and "B" for further details regarding the news release disseminated.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Robert Sim - CEO / Director
Phone: 604-617-4803
info@taurusgold.ca

9. Date of Report:

September 2, 2025

SCHEDULE "A"

(see attached)

Taurus Gold Corp. Announces Proposed Share Consolidation and Unit Private Placement Financing

Vancouver, British Columbia--(Newsfile Corp. - August 20, 2025) - Taurus Gold Corp. (CSE: TAUR) ("**Taurus**" or the "**Company**") announces that it intends to complete a consolidation of its issued and outstanding common shares (the "**Common Shares**") on the basis of one (1) new common share (each a "**Consolidated Common Share**") for every four (4) existing Common Shares (the "**Consolidation**").

It is anticipated that the Consolidation will reduce the number of outstanding Common Shares from 37,717,870 Common Shares to approximately 9,429,467 Consolidated Common Shares. The board of directors of the Company believes that consolidation of the Common Shares will both enhance the marketability of the Company as an investment and better position the Company to raise the funds necessary to execute the Company's business plan.

The Company does not intend to change its name or its current trading symbol in connection with the proposed Consolidation. The effective date of the Consolidation will be announced in a subsequent news release, anticipated prior to August 30, 2025.

No fractional Consolidated Common Shares will be issued as a result of the Consolidation. Shareholders who would otherwise be entitled to receive a fraction of a Consolidated Common Share will be rounded down to the nearest whole number of Consolidated Common Shares and no cash consideration will be paid in respect of fractional shares.

The exercise price and number of Common Shares, issuable upon the exercise of outstanding options and warrants, will be proportionally adjusted upon the implementation of the proposed Consolidation in accordance with the terms thereof.

Non-Brokered Private Placement

The Company also announces that concurrently with the Consolidation, the Company intends to undertake a non-brokered private placement of up to 140,000,000 post-Consolidation units (each, a "**Unit**") at a price of \$0.05 per Unit for gross proceeds of up to \$7,000,000 (the "**Financing**").

Each Unit will consist of one (1) Consolidated Common Share and one (1) transferable common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder to purchase one (1) additional Consolidated Common Share at a price of \$0.05 for a period of thirty-six (36) months from the date of issuance. The Completion of the Financing is subject to the prior completion of the Consolidation. It is not anticipated that any new control persons will be created as a result of the Financing.

In connection with the Financing, the Company may pay a finder's fee to certain qualified arm's length parties a cash finder's fee equal to 8% of the gross proceeds raised and a number of finder's warrants ("**Finder's Warrants**") equal to 8% of the number of Units placed by such finder. Each Finder's Warrant will entitle the holder thereof to subscribe for one Consolidated Common Share at a price of \$0.05 for a period of 36 months following the issue date.

In the event the Financing is fully-subscribed the Company will be required to obtain shareholder approval prior to closing in accordance with the policies of the Canadian Securities Exchange (the "**CSE**"). The Company intends to obtain such approval by way of written-consent of the majority of the outstanding share capital of the Company.

The net proceeds from the Financing are expected to be used to:

- Maintain the Company's Charlotte Gold property in good standing,
- Advance strategic business development initiatives of the Company, and
- Provide general working capital.

The Consolidation and the Financing are subject to approval by the CSE and the filing of all required documentation. The Company anticipates closing the Financing in one or more tranches following receipt of necessary approvals. All securities issued in connection with the Financing will be subject to a hold period of four months and one day from the closing date, in accordance with applicable Canadian securities laws.

The securities issued under the Financing have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and were not to be offered or sold in the United States absent registration or an applicable exemption from the 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 Taurus Gold Corp.

Taurus Gold is a growth-oriented mineral exploration company with a 51% interest in the Charlotte gold-silver property in the Yukon. The Charlotte Property covers approximately 23 square kilometres and is road accessible within the established Dawson Range mining district. The Company's focus remains on advancing this flagship property through systematic exploration and development.

On Behalf of the Board of Directors

Robert Sim, CEO / Director

For Further Information, Please Contact:

Robert Sim - CEO / Director

Phone: 604-617-4803

Email: info@taurusgold.ca

THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE, NOR HAS OR DOES THE CSE'S REGULATION SERVICES PROVIDER.

Forward-Looking Statements

This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", "likely", "probably", "often", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the size of the Financing, the completion and terms of the Financing, the use of the proceeds from the Financing, the Company's objectives, goals or future plans, statements, the success of the strategic businesses development initiatives, the timing and receipt of regulatory, shareholder and governmental approvals for the transactions described herein and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include future growth potential of the Company, fluctuations in general macroeconomic conditions, fluctuations in securities markets,

exploration success, the ability of the Company to successfully achieve its business objectives, the ability of the Company to satisfy stock exchange, shareholder and other regulatory requirements in a timely manner, inability to obtain adequate insurance to cover risks and hazards and general market conditions. Additional factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on <http://www.sedar.com>. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected

Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. These statements speak only as of the date of this news release. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.



To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/263189>

SCHEDULE "B"

(see attached)

Taurus Gold Corp. Announces Changes to Board and Continuance into BC

August 28, 2025 9:19 PM EDT | Source: Taurus Gold Corp. (/company/8500/Taurus-Gold-Corp.)

Vancouver, British Columbia--(Newsfile Corp. - August 28, 2025) - Taurus Gold Corp. (CSE: TAUR) ("**Taurus**" or the "**Company**") is pleased to announce the appointment of Mr. Nisim Daniel to its Board of Directors, effective immediately, following the resignation of Lori Walton. Management of the Company and the Board of Directors thank Ms. Walton for her services to the Company and wish her success in her future endeavors.

Mr. Daniel is a Chartered Professional Accountant with extensive experience in corporate finance, accounting, and strategic leadership. He is the Managing Partner of Total Finance Ltd., a boutique advisory firm providing corporate finance and CFO services to growth-oriented enterprises. Previously, Mr. Daniel held senior roles at PwC Israel, where he managed audits for multinational and publicly traded companies across diverse industries. His background includes deep expertise in financial reporting, governance, and risk management, with a strong track record of supporting companies through complex financings, cross-border transactions, and operational scale-ups.

The Company also announces that it has completed a continuance (the "**Continuance**") of Taurus from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). The Continuance was approved by the shareholders of the Company at the annual general and special meeting held on March 31, 2025 and aligns the Company's corporate jurisdiction with the location of its head office and the majority of its management, who are based in British Columbia. This alignment will enhance the Company's ability to efficiently conduct its business and governance activities within the province where key strategic decisions are made. Additionally, British Columbia's regulatory framework under the BCBCA provides modernized corporate governance tools that better suit the Company's operational needs and long-term objectives.

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On Behalf of the Board of Directors,

Robert Sim, CEO / Director

For Further Information, Please Contact:

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SOURCE: Taurus Gold Corp. (/company/8500/Taurus-Gold-Corp.)

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