

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

**ITEM 1. NAME AND ADDRESS OF ISSUER**

Au Gold Corp. (the “**Company**”, “**Au Gold**” or “**AUGC**”)  
#410, 325 Howe Street  
Vancouver, British Columbia  
V6C 1Z7

**ITEM 2. DATE OF MATERIAL CHANGE**

March 11, 2026

**ITEM 3. NEWS RELEASE**

The news release was issued on March 11, 2026 and disseminated through the facilities of The Newswire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On March 11, 2026, the Company announced that it closed its previously announced acquisition (the “**Acquisition**”) of a 100% interest in the 11,663 hectare Havelock Gold-Antimony Project (the “**Project**”) pursuant to an agreement (the “**Agreement**”) with Leviathan Gold Australia (“**LGA**”), a wholly owned subsidiary of Leviathan Metals Corp. (TSXV: LVX), dated January 12, 2026. Upon completing the Acquisition, the Company holds a 100% interest in the Project through Havelock Gold Pty. Ltd., a wholly owned Australian subsidiary of the Company.

The Company also announced that it closed its previously announced non-brokered private placement (the “**Private Placement**”) for gross proceeds of \$2,000,000 through the issuance of 13,333,333 units of the Company (each, a “**Unit**”) at an issue price of \$0.15 per Unit.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

On March 11, 2026, further to news releases dated January 15, 2026 and February 25, 2026, the Company announced that it closed the Acquisition of a 100% interest in the Project pursuant to the Agreement with LGA, a wholly owned subsidiary of Leviathan Metals Corp. (TSXV: LVX), dated January 12, 2026. Upon completing the Acquisition, the Company holds a 100% interest in the Project through Havelock Gold Pty. Ltd., a wholly owned Australian subsidiary of the Company.

For a 100% interest in the Project, the Company paid LGA \$75,000 and 5,000,000 common shares in the capital of the Company.

The Acquisition is a Fundamental Acquisition under TSX Venture Exchange policies and a *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* Technical Report on the Project has been prepared for the Company by an

independent Qualified Person and filed on SEDAR+. No finder's fees were paid in connection with the Acquisition.

### **Private Placement**

The Company also announced that, further to its news release dated February 5, 2026, it closed the Private Placement for gross proceeds of \$2,000,000 through the issuance of 13,333,333 Units at an issue price of \$0.15 per Unit.

Each Unit consists of one common share in the capital of the Company (a "**Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one Share for a period of thirty-six (36) months from the date of issuance at an exercise price of \$0.30.

The Units issued pursuant to the Private Placement are subject to a four-month hold period from the closing date of the Private Placement under applicable Canadian securities laws.

The Company intends to use the net proceeds of the Private Placement primarily for general corporate purposes and exploration on the Company's mineral exploration properties. There may be circumstances, however, where, for sound business reasons, reallocation of funds may be necessary.

No finder's fees were paid in connection with the Private Placement.

### **ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

Not applicable.

### **ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

### **ITEM 7. OMITTED INFORMATION**

Not applicable.

### **ITEM 8. EXECUTIVE OFFICER**

Contact: Marc G. Blythe, President and Chief Executive Officer  
Telephone: 1-604-687-3520 Ext. 250

### **ITEM 9. DATE OF REPORT**

March 20, 2026

### **Cautionary Note**

*This material change report includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this material change report and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things, the use of proceeds from the Private Placement and future exploration activities including drilling on the Project.*

*These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. Such risks and uncertainties include, among other things, the ability of the Company to obtain sufficient financing to fund its business activities and plans, delays in obtaining governmental and regulatory approvals (including of the TSX Venture Exchange), changes in laws, regulations and policies affecting mining operations, currency fluctuations, market uncertainty, as well as those factors discussed in the Company's most recently filed management's discussion and analysis and other filings of the Company with Canadian securities authorities, copies of which can be found under the Company's profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).*

*In making the forward looking statements in this material change report, the Company has applied several material assumptions, including without limitation, that the Company will be able to obtain sufficient financing to carry out its planned exploration activities.*

*Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbour.*