

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

**1. Name and Address of Company**

Radio Fuels Energy Corp. (the "**Company**")  
555 Burrard Street, P.O. Box 272  
Vancouver, BC  
V7X 1M8 Canada

**2. Date of Material Change**

December 9, 2024

**3. News Release**

The Company, together with Palisades Goldcorp Ltd. ("**Palisades**"), disseminated a news release announcing the material change described herein through the news dissemination services of Newswire Corp. on December 10, 2024, and a copy was subsequently filed on SEDAR+.

**4. Summary of Material Change**

On December 9, 2024, the Company and Palisades entered into a definitive arrangement agreement (the "**Arrangement Agreement**") whereby Palisades will acquire all of the issued and outstanding shares of the Company (the "**Radio Fuels Shares**") by way of a plan of arrangement under the *Canada Business Corporations Act* (the "**Transaction**").

**5.1 Full Description of Material Change**

On December 9, 2024, the Company and Palisades entered into the Arrangement Agreement whereby Palisades will acquire all of the issued and outstanding Radio Fuels Shares by way of a plan of arrangement under the *Canada Business Corporations Act*.

Under the terms of the Arrangement Agreement, each Radio Fuels Share will be exchanged for 0.060538 of a Palisades common share (each a "**Palisades Share**"). Upon completion of the Transaction, existing Palisades shareholders and former shareholders of the Company will own approximately 76% and 24%, respectively, of the issued and outstanding Palisades Shares.

The respective boards of directors of Palisades and the Company unanimously (excluding directors that abstained from voting) approved the Arrangement Agreement and the terms of the Transaction, following the unanimous recommendation of the respective special committees of Palisades and the Company. Fort Capital Partners provided an opinion to the board of directors and special committee of the Company that the consideration to be paid under the Transaction is fair, from a financial point of view, to shareholders of the Company.

Under the terms of the Arrangement Agreement, the Transaction will require the approval of at least two thirds of the votes cast by the shareholders of the Company at the Company's upcoming annual general and special meeting scheduled to be held on January 30, 2025 (the "**Shareholder Meeting**"). The Company's board of directors unanimously recommended that shareholders of the Company vote in favour of the Transaction at the Shareholder Meeting.

In addition to the approval of the shareholders of the Company, completion of the Transaction is subject to receipt of TSX Venture Exchange (the "**TSXV**") approval, court approvals and other customary closing conditions. The Arrangement Agreement includes customary provisions including non-solicitation restrictions on the Company, a right in favour of Palisades to match superior proposals and a termination fee payable by the Company to Palisades if the Arrangement Agreement is terminated in certain circumstances.

The Company's directors and officers and certain significant shareholders, representing approximately 32.25% of the outstanding Radio Fuels Shares have entered into voting and support agreements agreeing with Palisades to support the Transaction and vote their Radio Fuels Shares in favour of the Transaction.

Following completion of the Transaction, Palisades will remain headquartered in Vancouver, British Columbia. The Palisades' board of directors is expected to consist of Palisades current board of directors. Management of Palisades will continue to be led by Palisades' current senior management team.

Full details of the Transaction will be included in the Arrangement Agreement to be filed by the Company on SEDAR+ and in the materials to be delivered to the shareholders of the Company for the Shareholder Meeting.

The Transaction is expected to close in February 2025.

Palisades and the Company are considered to be non-arm's length parties as defined by the TSXV policies because they have the same insider. Collin Kettell, Chairman & CEO of Palisades, is also an insider of the Company on account of owning approximately 37,155,885 Radio Fuels Shares, representing approximately 14.87% of the outstanding Radio Fuels Shares as of December 10, 2024.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

This report is not being filed on a confidential basis.

## **7. Omitted Information**

Not applicable.

## **8. Executive Officer**

For further information, please contact Philip O'Neill, Chief Executive Officer and Director of the Company, at (403) 614-2552 or via email to [philiponeill@gmail.com](mailto:philiponeill@gmail.com).

## **9. Date of Report**

December 19, 2024

*This material change report contains certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar*

*expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. All statements, other than statements of historical fact, included herein, without limitation, statements relating the proposed terms and timing of the Transaction, the holding of the Shareholder Meeting, the satisfaction of conditions precedent of the Transaction, the timing, receipt and anticipated effects of court and regulatory approvals for the Transaction and the completion of the Transaction. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the Company's failure to complete the Transaction, the failure of the shareholders of the Company to approve the Transaction, and the failure of the TSXV to approve the Transaction. Readers should not place undue reliance on the forward-looking statements and information contained in this material change report concerning these items. The Company does not assume any obligation to update these forward-looking statements should they change, except as required by applicable securities laws.*