

SHANE RESOURCES LTD.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Shane Resources Ltd. (the “Company”)
804-750 West Pender Street
Vancouver, BC
V6C 2T7

Item 2: Date of Material Change

December 3, 2021.

Item 3: News Release

A news release was issued and disseminated via EIN Presswire on December 3, 2021 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Company is reporting the change of its name to “Empatho Holdings Inc.” and the consolidation of the Company’s issued and outstanding common shares on the basis of one (new) post consolidation common share for each 6.15099 pre-consolidation common shares (the “Consolidation”). The Consolidation was approved at the Company’s board of directors on November 29, 2021.

Item 5.1: Full Description of Material Change

See attached news release at Schedule “A” to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

Binyomin Posen
Chief Executive Officer and Chief Financial Officer
Phone: 416-481-2222 (Ext. 246)
E-mail: bposen@plazacapital.ca

Item 9: Date of Report

This report is dated as of December 3, 2021.

SCHEDULE "A"

(See attached)

SHANE RESOURCES LTD.

FOR IMMEDIATE RELEASE

SHANE ANNOUNCES NAME CHANGE AND CONSOLIDATION

Toronto, Ontario, December 3, 2021 – Shane Resources Ltd. (the “**Company**” or “**Shane**”) is pleased to announce that it has changed its name to “Empatho Holdings Inc.” (the “**Name Change**”) and has effected the consolidation (the “**Consolidation**”) of the Company’s issued and outstanding common shares (the “**Common Shares**”) on the basis of one (new) post-Consolidation Common Share for each 6.15099 (old) pre-Consolidation Common Shares.

The Consolidation was approved by the Company’s board of directors on November 29, 2021. Prior to the Consolidation, the Company had 24,603,985 Common Shares issued and outstanding. As a result of the Consolidation, the Company has approximately 4,000,004 Common Shares issued and outstanding. No fractional post-Consolidation Common Shares shall be issued and the number of post-Consolidation Common Shares issuable to such shareholder shall be rounded down to the next lower whole number.

A letter of transmittal will be mailed to registered shareholders providing instructions to surrender the certificates evidencing Common Shares held in exchange for replacement certificates or Direct Registration Advice representing the number of Common Shares to which they are entitled as a result of the Consolidation. Until surrendered, each certificate representing Common Shares prior to the Consolidation will be deemed for all purposes to represent the number of whole Common Shares to which the holder thereof is entitled as a result of the Consolidation. Shareholders who hold their Common Shares in brokerage accounts or in “street name” are not required to take any action to surrender for exchange Common Shares held.

For more information please contact:

Shane Resources Ltd.:

Binyomin Posen
Chief Executive Officer and Director
E-mail: bposen@plazacapital.ca

Forward-Looking Information and Statements

This news release contains “forward-looking statements” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements.

Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained

herein include, but are not limited to, statements regarding: the Company's ability to complete the outstanding steps of the Consolidation, including sending a letter of transmittal to shareholders.

Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the Company's ability to continue as a going concern and the Company's ability to complete the Consolidation.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern; risks associated with potential governmental and/or regulatory action with respect to the Company's operations; and the Company's inability to complete any outstanding steps relating to the Consolidation.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.