

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Mustang Energy Corp. (the “**Company**” or “**Mustang**”)
750 West Pender Street, Suite 401,
Vancouver, British Columbia, V6C 2T7

Item 2 Date of Material Change

February 18, 2025.

Item 3 News Release

The news release dated February 18, 2025 was disseminated through Globe Newswire and StockWatch on February 18, 2025.

Item 4 Summary of Material Change

The Company announced that it increased the size of its non-brokered private placement up to a maximum of 6,300,000 units of the Company (each, a “**Unit**”), at a price of \$0.20 per Unit, for gross proceeds of up to \$1,260,000 (the “**LIFE Offering**”).

Each Unit will consist of one (1) common share in the capital of the Company (each, a “**Common Share**”) and one (1) Common Share purchase warrant (each, a “**Warrant**”). Each Warrant will be exercisable into one (1) Common Share (each, a “**Warrant Share**”, and collectively with the Common Shares and Warrants, the “**Securities**”) at a price of \$0.27 per Warrant Share for a period of eight (8) months following the date of issuance.

Further to the Company’s news release dated September 16, 2024, December 6, 2024 and January 10, 2025, and pursuant to the independent marketing service contract (the “**MCS Agreement**”) dated September 12, 2024 with MCS Market Communication Service GmbH (“**MCS**”), the Company has increased its promotional campaign budget by an additional EUR125.000, effective February 18, 2025 (the “**Budget Increase**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On February 18, 2025, the Company announced the increase in its LIFE Offering to 6,300,000 Units for gross proceeds of up to \$1,260,000.

Each Unit will consist of one (1) Common Share and one (1) Warrant. Each Warrant will be exercisable into one (1) Warrant Share at a price of \$0.27 per Warrant Share for a period of eight (8) months following the date of issuance.

There is an amended offering document (the “**Offering Document**”) related to the LIFE Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.mustangenergy.ca. Prospective investors should read the Offering Document before making an investment decision.

As disclosed in the Offering Document, the Company intends to use the net proceeds from the LIFE Offering for general corporate and administrative expenses, investor relations and communications, general working capital, which may include exploration expenditures.

The Securities offered as a part of the LIFE Offering shall be offered to purchasers resident in all provinces of Canada, excluding Quebec, pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the “**Listed Issuer Financing Exemption**”). Securities offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions to Canadian resident investors pursuant to applicable Canadian securities laws.

The LIFE Offering is anticipated to close on or about February 21, 2025, or such later date as the Company may determine. The closing is subject to certain conditions including, but not limited to, a minimum of \$1,000,000 in gross proceeds being raised by the LIFE Offering and the receipt of all necessary regulatory and other approvals, including the Company’s completion of its filing obligations under the policies of the Canadian Securities Exchange (“CSE”).

As disclosed in the Offering Document, the Company may pay finder’s fees under the LIFE Offering as permitted by CSE policy and applicable securities laws.

None of the securities sold in connection with the LIFE Offering will be registered under the United States Securities Act of 1933, as amended, and none of these securities may be offered or sold in the United States. 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 any jurisdiction in which such offer, solicitation or sale would be unlawful.

Update on Engagement with MCS Market Communication Services GmbH

The Company has increased its promotional campaign budget by an additional EUR125.000, effective February 18, 2025. Prior to the Budget Increase, the Company has paid a total of 750.000EUR to MCS towards its promotional campaign budget. Pursuant to the MCS Agreement, MCS agreed to create a promotional campaign for Mustang consisting of text materials, advertisements, keyword research for search term optimization, and other such online marketing activities. The promotional campaign is for a period of six months ending on March 23, 2025. The Company will not issue any securities to MCS as compensation for the services. As of the date hereof, to the Company’s knowledge, MSC and its directors and officers do not own any securities of the Company and have an arm’s length relationship with the Company. This partnership will focus on building brand recognition and investor outreach in the European markets, further complementing the Company’s recent Frankfurt listing.

MCS is an independent company which will, as appropriate, provide project management and consulting for an online marketing campaign, coordinate marketing actions, maintain and optimize AdWords campaigns, adapt AdWords bidding strategies, optimize AdWords ads, and create and optimize landing pages. The promotional activity will occur by email, Facebook, and Google.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Nicholas Luksha, Chief Executive Officer
Telephone: 604.838.0184

Item 9 Date of Report

February 18, 2025