

Form 51-102F3
Material Change Report

1. Name and Address of Company

Newfoundland Discovery Corp.
700-838 W Hastings Street
Vancouver, BC
V6C 0A6

(the "Company")

2. Dates of Material Change(s)

December 16, 2022; February 7, 2023; February 9, 2023

3. News Release(s)

A news release was issued on February 8, 2023 and February 9, 2023 and disseminated via Newsfile Corp. pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company closed the sale of the Bouvier Lithium Property consisting of two (2) mineral claims comprising approximately 85 hectares (the "Bouvier Property"). Mining Equities Pty Ltd. Acquired a 100% interest in the Bouvier Property.

The Company is pleased to announce that, further to its news release dated January 19th, 2023, it has closed a non-brokered private placement for total gross proceeds of \$695,603.94 (the "Placement").

The Company announces a correction to its news release dated February 8th, 2023 whereby the Company stated the issuance of 800,000 common shares as a finder's fee on the Chubb Property disposition. The correct amount of shares issued is 1,142,857 shares.

5. Full Description of Material Changes

News Release dated February 8, 2023; February 9, 2023 – See Schedule "A"

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Jeremy Prinsen, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (780) 717-3416.

9. Date of Report

This report is dated February 9, 2023.

Newfoundland Discovery Closes Chubb and Bouvier Property Dispositions

Vancouver, BC, February 8th, 2023 – NEWFOUNDLAND DISCOVERY CORP. (CSE: NEWD, OTC: NEWDF, FSE: M4K-FF) ("Newfoundland Discovery" or the "Company") is pleased to announce that, further to its news release dated November 16th, 2022, on February 7th, 2023, the Company closed the sale of the Chubb Lithium Property, consisting of thirty-five (35) mineral claims comprising approximately 1,509 hectares, located in Quebec, Canada (the "**Chubb Property**").

Burley Minerals Ltd. (ASX: BUR) ("**Burley**"), an Australian company, acquired a 100% interest in the Chubb Property by paying the Company C\$500,000 and issuing 4,770,150 shares in the capital of Burley at a deemed price of approximately C\$0.2516 having a total value of C\$1,200,000.

The Company further announces that, pursuant to its news release dated December 8, 2022, on December 16th, 2022, the Company closed the sale of the Bouvier Lithium Property consisting of two (2) mineral claims comprising approximately 85 hectares, located in Quebec, Canada (the "**Bouvier Property**"). Mining Equities Pty Ltd. Acquired a 100% interest in the Bouvier Property by paying the Company C\$275,000.

Pursuant to both transactions, the Company has paid a finder's fee of \$54,250 and issued 800,000 common shares in the capital of the Company (the "Shares") at a deemed price of \$0.105 per Share to an arm's-length third party. The Shares bear a hold period of four months and one day from issuance.

About Newfoundland Discovery Corp.

Newfoundland Discovery is a Canadian junior mining exploration company focused on exploration and development along the Detour Gold trend in Quebec and the Central Gold Belt in Newfoundland and Labrador. The Company is one of the largest mineral claim holders in the Detour trend and retains significant landholdings in Newfoundland.

On Behalf of the Board of Directors,
NEWFOUNDLAND DISCOVERY CORP.

"Jeremy Prinsen"
President, CEO & Director

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Newfoundland Discovery Closes Private Placement

Vancouver, BC, February 9th, 2023 – NEWFOUNDLAND DISCOVERY CORP. (CSE: NEWD, OTC: NEWDF, FSE: M4K-FF) (“Newfoundland Discovery” or the “Company”) is pleased to announce that, further to its news release dated January 19th, 2023, it has closed a non-brokered private placement for total gross proceeds of \$695,603.94 (the “**Placement**”).

The Company has allotted and issued 11,593,399 units (the “**Units**”) at a price of \$0.06 per Unit. Each unit consists of one common share of the Company and one-half of one transferable share purchase warrant, each whole warrant entitling the holder to acquire one additional common share at an exercise price of \$0.10 for a period of 24 months from the closing date.

In relation to the Placement, the Company has paid finder’s fees of \$9,450 and issued 157,500 finder’s warrants to an arm’s-length party, entitling the holder to acquire one share at a price of \$0.10 per share for a period of 24 months.

The Company will use the proceeds from the Placement towards exploration expenditures and for general working capital. All securities issued under the Placement are subject to a hold period of four months and one day from closing.

Further, the Company announces a correction to its news release dated February 8th, 2023 whereby the Company stated the issuance of 800,000 common shares as a finder’s fee on the Chubb Property disposition. The correct amount of shares issued is 1,142,857 shares at \$0.105, which represents 10% of the value of the shares received pursuant to the transaction.

About Newfoundland Discovery Corp.

Newfoundland Discovery is a Canadian junior mining exploration company focused on exploration and development along the Detour Gold trend in Quebec and the Central Gold Belt in Newfoundland and Labrador. The Company is one of the largest mineral claim holders in the Detour trend and retains significant landholdings in Newfoundland. The Company also holds an earn-in option agreement into the JMW and Maxwell projects in Chapais-Chibougamau area of Quebec.

On Behalf of the Board of Directors,
NEWFOUNDLAND DISCOVERY CORP.

“Jeremy Prinsen”
President, CEO & Director

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