

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Triple One Metals Inc.
59 Payzant Drive
P.O. Box 657, Windsor
Nova Scotia, Canada, B0N 2T0
Phone: 604-729-5312
Email: apaulgill729@gmail.com
<https://tripleonemetals.com/>

ITEM 2. DATE OF MATERIAL CHANGE

January 27, 2025

ITEM 3. NEWS RELEASE

The press release was issued on January 27, 2025, to the Canadian Securities Exchange and through various other public media and filed on SEDAR+— all in accordance with the policies of the regulatory authorities.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Triple One Metals Inc. ("**Triple One**" or the "**Company**") (CSE:TONE) is pleased to announce a financing to raise \$255,079.95 at \$ 0.011 per share and, subject to approval, will issue 23,189,087 common shares. The use of proceeds is the payments of certain debts and for working capital. No finder's fee is payable.

Two insiders of the Company subscribed for a total of 5,780,000 common shares. As such, this participation constitutes a "related party transaction" as defined under Multilateral Instrument 61- 101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the common shares acquired by the insiders nor the consideration for the common shares paid by such insider's exceeds 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the closing date of this private placement as details of the respective participation of such insiders in the Offering was unknown at such time.

All common shares to be issued will be issued with the required hold period as required by securities laws.

The closing of the transaction is subject to the final approval of the Canadian Securities Exchange.

The Company confirms there are no material facts or material changes related to the Company which has yet to be generally disclosed.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

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ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. EXECUTIVE OFFICER

To obtain further information contact Mr. A. Paul Gill, CEO of the Issuer, 604-729-5312.

ITEM 9. DATE OF REPORT

Dated at Vancouver, BC, this 27th day of January, 2025.

SIGNED:

A. Paul Gill, CEO