

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Gold Digger Resources Inc. (the "**Company**")
9825 – 203B Street
Langley, BC V1M 2L9

ITEM 2. DATE OF MATERIAL CHANGE

January 13, 2025

ITEM 3. NEWS RELEASE

Issued on January 13, 2025 and distributed through the facilities of Newsfile Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it completed the acquisition of all the outstanding shares of Premium Uranium Corporation ("**PURC**"), previously announced on March 6, 2024, and June 13, 2024, July 23, 2024, September 30, 2024, October 31, 2024 and December 20, 2024 (the "**Acquisition**"). As a result of the Acquisition, PURC and UA92 became wholly-owned subsidiaries of the Company and the Company indirectly acquired UA92's 100% owned mineral property comprised of several prospecting licenses in the Republic of Botswana (the "**UA92 Project**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it completed the Acquisition. As a result of the Acquisition, PURC and UA92 became wholly-owned subsidiaries of the Company and the Company indirectly acquired the UA92 Project.

The Acquisition was completed pursuant to a share purchase agreement dated March 6, 2024, as amended (the "**SPA**") among the Company, PURC, each of the shareholders of PURC (the "**Vendors**"), and UA92 (Pty) Ltd. ("**UA92**"), a wholly-owned subsidiary of PURC. Upon closing, in consideration for all of the outstanding shares of PURC, Gold Digger issued a total of 13,300,000 common shares (the "**Consideration Shares**") to the Vendors, at a deemed price of \$0.40 per share. The Consideration Shares are subject to contractual resale restrictions in accordance with which one-sixth of the Consideration Shares will be released from lock-up on the later of: (i) six months from the closing date; and (ii) the filing date of a Form 51-102F4 – Business Acquisition Report ("**BAR**") in respect of the Acquisition. Further, one-sixth of the remaining Consideration Shares will be released from lock-up every six months thereafter over a thirty-six month period.

In connection with the Acquisition, the directors of the Company appointed Arnold Brand, a nominee of PURC, to the board. Management of the Company remains unchanged. Additionally, each of the Vendors entered into voting support

agreements pursuant to which the Vendors agreed to approve the appointment of all directors nominated by management of the Company at any shareholders meeting held within 12 months of closing.

Within 75 days following the closing, the Company will file a BAR, which will include details of the Acquisition and audited financial statements for PURC. Additionally, concurrently with closing the Company has filed a NI 43-101 technical report on the UA92 Project titled "*Technical Report on the UA92 Prospecting Licenses, Central District, Botswana*" with an effective date of December 21, 2024, which is available on SEDAR+ under the Company's profile at www.sedarplus.ca.

About the UA92 Project

The UA92 Project is a uranium project consisting of seven prospecting licenses totaling approximately 4,828 km² located in central Botswana. The UA92 Project is accessible through the towns of Orapa and Francistown and can be operated year-round without seasonal influence.

Geologically, the targeted uranium mineralization at the UA92 Project is hosted within shallow, flat to shallow dipping sedimentary rocks of the Karoo Super Group. These Permian to Jurassic aged sediments were deposited in a shallow, broad, westerly dipping basin, generated during rifting of the African continent. Mineralization typically occurs as stratabound and disseminated pitchblende and coffinite in permeable sandstone as a result of oxidized fluids intersecting reduced basin lithologies. Deposit styles can be subdivided into roll front, tabular, basal channel and tectonic-lithological type. Uranium can be recovered using conventional hydrometallurgical techniques through either acid or alkaline leaching.

Technical Information

Technical information contained in this material change report has been reviewed by Rory Kutluoglu P.Geol., a "Qualified Person" as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

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

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Allan Bezanson, Chief Executive Officer and President
Telephone: (416) 427-4505

ITEM 9. DATE OF REPORT

January 28, 2025

Forward-Looking Information

This material change report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this material change report contains forward-looking statements and information relating to the results of the completion of the Acquisition; that the Company will file a BAR within 75 days of closing; and other matters.

The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. As a result, there can be no assurance that the forward-looking matters will be completed as proposed or at all. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct. Such forward-looking statements are based on a number of assumptions of management, including, without limitation, that the Acquisition will bring about the expected benefits; that the Company will be able to file the BAR within 75 days of closing; and that an audit of PURC's financial statements will be completed within 75 days of closing.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the failure of the Acquisition to bring about the expected benefits; the failure of the Company to file a BAR within 75 days of closing; and the failure of the Company to complete an audit of PURC's financial statements within 75 days of closing. Other factors may also adversely affect the future results or performance of the Company, including general economic, market or business conditions, changes in the financial markets and changes in laws, regulations and policies affecting the Company's operations and the Company's limited operating history. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this material change report are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this material change report are expressly qualified by this cautionary statement.