

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

Item 1 Name and Address of Company

Talmora Diamond Inc.
6 Willowood Court
Toronto, Ontario
M2J 2M3

Item 2 Date of Material Change

August 31, 2023

Item 3 News Release

The news release was released on August 31, 2023.

Item 4 Summary of Material Change

See Schedule "A"

Item 5 Full Description of Material Change

See Schedule "A"

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Raymond Davies
rayal.davies@sympatico.ca
President and CEO
Talmora Diamond Inc.
416-491-6771

Item 9 Date of Report

August 31, 2023



Schedule "A"

TALMORA DIAMOND INC. (CSE – TAI)

6 Willowood Court
Toronto, Ontario
M2J 2M3

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TALMORA ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT

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Toronto, August 31, 2023 – Talmora Diamond Inc. ("**Talmora**" or the "**Company**") (CSE:TAI), is pleased to announce it has closed its previously announced non-brokered private placement offering of 8,700,000 units (the "**HD Units**") at a price of \$0.025 per HD Unit and 1,533,333 flow-through units (the "**FT Units**" and together with the HD Units, the "**Offered Securities**") at a price of \$0.03 per FT Unit for aggregate gross proceeds of \$263,500 (the "**Offering**").

Each HD Unit is comprised of one (1) common share in the capital of the Company (a "**Common Share**") issued on a non-flow-through basis and one Common Share purchase warrant (a "**Warrant**"). Each FT Unit is comprised of one (1) Common Share qualifying as a "flow-through share" as defined in subsection 66(15) of the Tax Act and one Warrant. Each Warrant entitles the holder thereof to acquire one (1) Common Share (a "**Warrant Share**") at a price of \$0.05 per Warrant Share for a period of twelve (12) months following the closing date of the Offering.

The net proceeds from the issue and sale of the HD Units will be used for exploration of the Company's mineral properties in the Northwest Territories, Canada, and for general corporate purposes. The Company will use an amount equal to the gross proceeds from the sale of the FT Units to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" (as both terms are defined in the Income Tax Act (Canada)) related to the Company's properties located in the Northwest Territories, Canada (the "**Qualifying Expenditures**"), on or before December 31, 2024, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Units effective on or before December 31, 2023.

All securities issued in connection with the Offering are subject to a hold period of four months and one day from the closing date, in accordance with applicable Canadian securities laws.

Raymond Davies, President, Chief Executive Officer and a Director of the Company, acquired 6,400,000 HD Units and 1,533,333 FT Units under the Offering. Such participation will be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related-party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as neither the fair market value of the Offered Securities acquired by Mr. Davies nor the consideration paid by Mr. Davies exceeds 25% of the Company's market capitalization.

Immediately prior to the closing of the Offering, Mr. Davies had ownership and control, directly and indirectly, of 28,598,866 Common Shares, representing approximately 38.04% of the issued and outstanding Common Shares on a non-diluted basis, and 31,098,866 Common Shares representing approximately 40.03% of the issued and outstanding Common Shares on a partially diluted basis (assuming the 2,500,000 options

of the Company held by Mr. Davies). As a result of Mr. Davies' acquisition of 6,400,000 HD Units and 1,533,333 FT Units under the Offering, Mr. Davies has ownership and control, directly and indirectly, of 36,332,199 Common Shares, representing approximately 42.54% of the issued and outstanding Common Shares on a non-diluted basis, and 46,565,532 Common Shares representing approximately 48.68% of the issued and outstanding Common Shares on a partially diluted basis (assuming the exercise of 7,733,333 common share purchase warrants of the Company and 2,500,000 options of the Company).

Mr. Davies will review his holdings in the Company on a continuing basis, and, depending upon such factors that Mr. Davies may, from time to time, deem relevant, Mr. Davies may increase or decrease his position as future circumstances may dictate.

This News Release is issued pursuant to National Instrument 62-103 - *Early Warning System and Related Takeover Bids and Insider Reporting Issues* of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. Such early warning report dated August 31, 2023 has been filed on SEDAR+ at www.sedarplus.ca under the Company's SEDAR+ profile. To obtain a copy of the early warning report, please contact Mr. Davies, 416-491-6771, rayal.davies@sympatico.ca or obtain a copy from SEDAR+ under the Company's profile.

The securities issued under the Offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and were not to be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. **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 the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

For further information please contact:

Raymond Davies, President & CEO

Talmora Diamond Inc. Email: rayal.davies@sympatico.ca Telephone 416-491-6771

CAUTIONARY STATEMENT

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", "likely", "probably", "often", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the size of the Offering, the completion and terms of the Offering, the use of the proceeds from the Offering, renunciation and tax treatment of the FT Units, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations, timing of the commencement of field programs and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the inability to complete or commence the anticipated summer field program, the preliminary nature of test results, delays or failures in obtaining sample results, delays in obtaining or failures to obtain required governmental environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation,

changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and inability to predict and counteract the effects of COVID-19 on the business of the Company including but not limited to the effects of Covid-19 on the price of commodities, capital market conditions, restriction on labour and international travel and supply chains, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.