

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

1. Name and Address of Company

Belgravia Hartford Capital Inc. (the "**Company**")
#3-3185 Via Centrale
Kelowna, BC V1V 2A7

2. Date of Material Change

December 13, 2024

3. News Release

A news release announcing the material change was disseminated on December 13, 2024 via Newsfile.

4. Summary of Material Change

The Company announced that it closed a non-brokered private placement (the "**Offering**") pursuant of 16,666,665 units ("**Units**") for aggregate gross proceeds of \$500,000.

5.1 Full Description of Material Change

Under the Offering, the Company issued and sold 16,666,665 Units at a price of \$0.03 per Unit for aggregate gross proceeds of \$500,000. Each Unit consists of one common share of the Company (each, a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is exercisable to acquire one Common Share for a period of 12-months at an exercise price of \$0.08 per Common Share.

The securities issued under the Offering are subject to a statutory hold period lasting four months and one day following the date of issuance.

The Company paid cash finder's fees of \$30,000 to certain qualified arm's length finders in connection with the Offering and intends to use the net proceeds of the Offering for general working capital purposes.

Insiders of the Company subscribed for a total of 1,666,666 Units for aggregate gross proceeds of \$50,000. The participation of insiders in the Offering constitutes a "related party transaction", within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, in respect of the related party participation in the Offering, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the interested party, exceeded 25% of the Company's market capitalization (as determined under MI 61-101). The Offering remains subject to final acceptance of the Canadian Securities Exchange (the "**CSE**").

This material change report does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and applicable state securities laws or an

exemption from such registration requirements.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

For further information, contact:

Mehdi Azodi, President & CEO
Belgravia Hartford Capital Inc.
(416) 779-3268
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9. Date of Report

December 23, 2024

FORWARD LOOKING STATEMENTS

Certain information set forth in this material change report may contain forward-looking statements that involve substantial known and unknown risks and uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include statements that use forward-looking terminology such as "may", "will", "expect", "anticipate", "believe", "continue", "potential" or the negative thereof or other variations thereof or comparable terminology. Such forward-looking statements include, without limitation, the expected approval of the CSE and the expected uses of proceeds of the Offering. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, changes in market trends, the completion, results and timing of research undertaken by the Company, risks associated with resource assets, the impact of general economic conditions, commodity prices, industry conditions, dependence upon regulatory, environmental, and governmental approvals, and the uncertainty of obtaining additional financing. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements.

Neither the CSE nor its Regulation Services Provider accept responsibility for the adequacy or accuracy of this material change report.