

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

**Item 1            Name and Address of Company**

Radio Fuels Energy Corp. (the “**Company**”)  
555 Burrard Street, P.O. Box 272  
Vancouver, BC  
V7X 1M8 Canada

**Item 2            Date of Material Change**

August 30, 2024

**Item 3            News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Newsfile Corp. on August 30, 2024, and a copy was subsequently filed on SEDAR+.

**Item 4            Summary of Material Change**

The Company announced that it has closed its non-brokered private placement (the “**Private Placement**”) with the issuance of 11,538,462 common shares in the capital of the Company (the “**Shares**”, and each, a “**Share**”) at a price of \$0.13 per Share for proceeds of \$1,500,000.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

The Company announced that, further to its news release dated August 22, 2024, it has closed its Private Placement with the issuance of 11,538,462 Shares at a price of \$0.13 per Share for proceeds of \$1,500,000.

No finder’s fees were applicable to the Private Placement and the Company intends to use the proceeds therefrom as working capital. All Shares issued pursuant to the Private Placement are subject to a statutory hold period expiring December 31, 2024, being the date that is four months and a day from the date of issuance.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to available exemptions therefrom. 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 the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**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**

Not applicable.

**Item 8            Executive Officer**

For further information, please contact Philip O'Neill, Chief Executive Officer and Director of the Company, at (403) 614-2552 or via email to [phil@radiofuels.ca](mailto:phil@radiofuels.ca).

**Item 9            Date of Report**

September 4, 2024

***Cautionary Statements Regarding Forward Looking Information***

*This material change report contains certain “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable securities legislation. Forward-looking statements are frequently, but not always, identified by words such as “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “possible”, and similar expressions, or statements that events, conditions, or results “will”, “may”, “could”, or “should” occur or be achieved. All statements, other than statements of historical fact, included herein, without limitation, statements relating to the use of proceeds are forward-looking statements. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the risk that the Company may not be able to raise sufficient funds to carry out its business plans and the risk of regulatory or legal changes that may interfere with the Company's business and prospects. These risks, as well as others, are disclosed within the Company's filing on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), the Canadian Securities Administrators' national system that all market participants use for filings and disclosure, which investors are encouraged to review prior to any transaction involving the securities of the Company. Readers should not place undue reliance on the forward-looking statements and information contained in this material change report concerning these items. The Company does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by applicable securities laws.*