

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

Item 1 Name and Address of Company

Hemlo Explorers Inc. ("**Hemlo**" or the "**Company**")
141 Adelaide Street West
Suite 301
Toronto, Ontario
M5H 3L5

Item 2 Date of Material Change

October 31, 2024.

Item 3 News Release

A news release was issued by the Company on October 31, 2024 through the facilities of GlobeNewswire and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On October 31, 2024, Hemlo completed its previously announced non-brokered private placement (the "**Offering**") and issued an aggregate of 27,100,000 units ("**Units**") at an issue price of \$0.05 per Unit and 12,900,000 "flow-through" shares ("**FT Shares**") at an issue price of \$0.05 per FT Share for aggregate gross proceeds of \$2,000,000.

Item 5 Full Description of Material Change

On October 31, 2024, Hemlo completed the Offering and issued an aggregate of 27,100,000 Units at an issue price of \$0.05 per Unit and 12,900,000 FT Shares at an issue price of \$0.05 per FT Share for aggregate gross proceeds of \$2,000,000.

Each Unit is comprised of one common share ("**Common Share**") and one Common Share purchase warrant ("**Warrant**"), with each Warrant entitling the holder thereof to acquire one Common Share, to be issued on a non-flow through basis, at a price of \$0.10 until October 31, 2027, but subject to accelerated expiry terms following the four month and a day hold period (as further described below). If the Common Share trade at or above \$0.20 per share for 20 consecutive days, the Company will have the right to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants. Each FT Share was issued as a "flow-through share" (as defined in subsection 66(15) of the Income Tax Act (Canada)).

The proceeds of the Offering will be used for the exploration and advancement of the Company's Central Newfoundland projects, and for general corporate purposes. Any securities to be issued in connection with the Offering will be subject to a hold period of four months and one day from the date of issuance.

In connection with the closing of the Offering, the Company paid certain cash finders fees of \$67,350 and issued 1,347,000 finder's warrants (each, a "**Finder's Warrant**") to eligible finders in respect of subscriptions for Units and FT Shares referred by such finders. Each

Finder's Warrant is exercisable to acquire one Common Share (a "**Finder's Warrant Share**") at an exercise price of \$0.05 per Finder's Warrant Share until October 31, 2027.

MI 61-101 Considerations

Certain insiders of the Company participated in the Offering. The sales to insiders were completed pursuant to subscription agreements that contained customary terms and that were in the same form as the subscription agreements entered into by arms-length purchasers under the Offering. The participation by the insiders is considered a "related party transaction" for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). However, such participation is not subject to the minority approval and formal valuation requirements under MI 61-101 since there is an applicable exemption from these requirements as neither the fair market value of the subject matter, nor the fair market value of the consideration for the transaction, insofar as it involves the interested party, exceeded 25% of the Company's market capitalization. Each of the insiders disclosed their interest in the Offering to the board of directors of the Company. No special process was adopted by the Company to approve the transactions contemplated by the Offering. The Offering was approved unanimously by consent resolution of the board of directors and no materially contrary view or abstention was expressed or made by any director.

In connection with the closing of the Offering: (i) Northfield Capital Corporation ("**Northfield**"), a greater than 10% holder of Common Shares, acquired ownership and control over an additional 2,560,000 Common Shares of the Company and 2,560,000 Warrants to acquire 2,560,000 additional Common Shares for a value of \$128,000; (ii) Brian Howlett, Chief Executive Officer and director of the Company acquired ownership and control over an additional 200,000 Common Shares and 200,000 Warrants to acquire 200,000 additional Common Shares for a value of \$10,000; (iii) Fraser Laschinger, Chief Financial Officer of the Company, acquired ownership and control over an additional 400,000 FT Shares for a value of \$20,000; (iv) Chris Hodgson, a director of the Company, acquired ownership and control over an additional 400,000 FT Shares, 1,200,000 Common Shares and 1,200,000 Warrants to acquire 1,200,000 additional Common Shares Units for a value of \$80,000; (v) John Harvey, a director of the Company, acquired ownership and control over an additional 500,000 Common Shares and 500,000 Warrants to acquire 500,000 additional Common Shares for a value of \$25,000; (vi) Michael Leskovec, a director of the Company, acquired ownership and control over an additional 200,000 Common Shares and 200,000 Warrants to acquire 200,000 additional Common Shares for a value of \$10,000; (vii) John McBride, a Director of a related person (Northfield), acquired ownership and control over an additional 1,000,000 Common Shares and 1,000,000 Warrants to acquire 1,000,000 additional Common Shares for a value of \$50,000; (viii) Maryke Ballard, a Director of a related person (Northfield), indirectly through Orion Capital Incorporated, an entity owned and controlled by Ms. Ballard, acquired ownership and control over an additional 1,000,000 Common Shares and 1,000,000 Warrants to acquire 1,000,000 additional Common Shares for a value of \$50,000; and (ix) Morris Prychidny, a Director of a related person (Northfield), acquired ownership and control over an additional 500,000 FT Shares for a value of \$25,000.

Prior to the closing of the Offering:

- Northfield owned and controlled, directly or beneficially, an aggregate of 28,409,987 Common Shares (of which 27,904,688 Common Shares are owned by Northfield directly, 105,299 Common Shares are owned by Mr. Robert Cudney (a controlling shareholder of Northfield) and 400,000 Common Shares are owned by Cudney

Stables Inc., an entity owned and controlled by Mr. Cudney) and convertible securities entitling Northfield to acquire an additional 4,335,620 Common Shares (of which 4,085,620 convertible securities are owned by Northfield directly and 250,000 convertible securities are owned by Mr. Cudney) representing approximately 28.21% of the issued and outstanding Common Shares (or approximately 31.17% calculated on a partially diluted basis, assuming the exercise of the 4,335,620 convertible securities only).

- Mr. Howlett owned and controlled, directly or beneficially, an aggregate of 765,000 Common Shares (of which 755,000 Common Shares are owned by Mr. Howlett directly and 10,000 Common Shares are owned by Brian Michael Howlett & Associates Inc., an entity owned and controlled by Mr. Howlett) and convertible securities to acquire an additional 582,500 Common Shares representing approximately 0.76% of the issued and outstanding Common Shares (or approximately 1.33% calculated on a partially diluted basis, assuming the exercise of the 582,500 convertible securities only).
- Mr. Laschinger owned and controlled, directly or beneficially, an aggregate of 817,965 Common Shares and convertible securities to acquire an additional 345,000 Common Shares representing approximately 0.81% of the issued and outstanding Common Shares (or approximately 1.15% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 345,000 convertible securities).
- Mr. Hodgson owned and controlled, directly or beneficially, an aggregate of 24,166 Common Shares (of which 11,666 Common Shares are owned by Mr. Hodgson directly and 12,500 Common Shares are owned by Mr. Hodgson's spouse) and convertible securities to acquire an additional 220,000 Common Shares representing approximately 0.02% of the issued and outstanding Common Shares (or approximately 0.24% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 220,000 convertible securities).
- Mr. Harvey owned and controlled, directly or beneficially, an aggregate of 33,333 Common Shares and convertible securities to acquire an additional 220,000 Common Shares representing approximately 0.03% of the issued and outstanding Common Shares (or approximately 0.25% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 220,000 convertible securities).
- Mr. Leskovec owned and controlled, directly or beneficially, an aggregate of 681,049 Common Shares (of which 659,800 Common Shares are owned by Mr. Leskovec directly and 21,249 Common Shares are owned by 2245445 Ontario Ltd., an entity owned and controlled by Mr. Leskovec) and convertible securities to acquire an additional 330,000 Common Shares representing approximately 0.68% of the issued and outstanding Common Shares (or approximately 1.00% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 330,000 convertible securities).
- Mr. McBride owned and controlled, directly or beneficially, an aggregate of 1,516,000 Common Shares and nil convertible securities representing approximately 1.51% of the issued and outstanding Common Shares.
- Ms. Ballard owned and controlled, directly or beneficially, an aggregate of 1,252,167 Common Shares (such Common Shares being owned by Orion Capital

Incorporated) and nil convertible securities representing approximately 1.24% of the issued and outstanding Common Shares.

- Mr. Prychidny owned and controlled, directly or beneficially, an aggregate of 906,000 Common Shares and nil convertible securities representing approximately 0.90% of the issued and outstanding Common Shares.

Following the closing of the Offering,

- Northfield, owns and controls, directly or beneficially, an aggregate of 30,969,987 Common Shares (of which 30,464,688 Common Shares are owned by Northfield directly 105,299 Common Shares are owned by Mr. Robert Cudney and 400,000 Common Shares are owned by Cudney Stables Inc., an entity owned and controlled by Mr. Cudney) and convertible securities entitling Northfield to acquire an additional 6,895,620 Common Shares (of which 6,645,620 convertible securities are owned by Northfield directly and 250,000 convertible securities are owned by Mr. Cudney) representing approximately 22.01% of the issued and outstanding Common Shares (or approximately 25.65% calculated on a partially diluted basis, assuming the exercise of the 6,895,620 convertible securities only).
- Mr. Howlett owns and controls, directly or beneficially, an aggregate of 965,000 Common Shares (of which 955,000 Common Shares are owned by Mr. Howlett directly and 10,000 Common Shares are owned by Brian Michael Howlett & Associates Inc.) and 782,500 convertible securities representing approximately 0.69% of the issued and outstanding Common Shares (or approximately 1.23% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 782,500 convertible securities).
- Mr. Laschinger owns and controls, directly or beneficially, an aggregate of 1,217,965 Common Shares and convertible securities to acquire an additional 345,000 Common Shares representing approximately 0.87% of the issued and outstanding Common Shares (or approximately 1.11% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 345,000 convertible securities).
- Mr. Hodgson owns and controls, directly or beneficially, an aggregate of 1,624,166 Common Shares (of which 811,666 Common Shares are owned by Mr. Hodgson directly and 812,500 Common Shares are owned by Mr. Hodgson's spouse) and convertible securities to acquire an additional 1,420,000 Common Shares (of which 620,000 convertible securities are owned by Mr. Hodgson directly and 800,000 convertible securities are owned by Mr. Hodgson's spouse) representing approximately 1.15% of the issued and outstanding Common Shares (or approximately 2.14% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 1,420,000 convertible securities).
- Mr. Harvey owns and controls, directly or beneficially, an aggregate of 533,333 Common Shares and convertible securities to acquire an additional 720,000 Common Shares representing approximately 0.38% of the issued and outstanding Common Shares (or approximately 0.89% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 720,000 convertible securities).
- Mr. Leskovec owns and controls, directly or beneficially, an aggregate of 881,049 Common Shares (of which 859,800 Common Shares are owned by Mr. Leskovec directly and 21,249 Common Shares are owned by 2245445 Ontario Ltd.) and

convertible securities to acquire an additional 530,000 Common Shares representing approximately 0.63% of the issued and outstanding Common Shares (or approximately 1.00% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 530,000 convertible securities).

- Mr. McBride owns and controls, directly or beneficially, an aggregate of 2,516,000 Common Shares and convertible securities to acquire an additional 1,000,000 Common Shares representing approximately 1.79% of the issued and outstanding Common Shares (or approximately 2.48% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 1,000,000 convertible securities).
- Ms. Ballard owns and controls, directly or beneficially, an aggregate of 2,252,167 Common Shares and convertible securities to acquire an additional 1,000,000 Common Shares (of which all Common Shares and convertible securities are owned by Orion Capital Incorporated) representing approximately 1.60% of the issued and outstanding Common Shares (or approximately 2.29% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 1,000,000 convertible securities).
- Mr. Prychidny owns and controls, directly or beneficially, an aggregate of 1,406,000 Common Shares and convertible securities to acquire an additional 500,000 Common Shares representing approximately 1.00% of the issued and outstanding Common Shares (or approximately 1.35% of the Common Shares calculated on a partially diluted basis, assuming the exercise of the 500,000 convertible securities).

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

Brian Howlett
President & Chief Executive Officer
(647) 227-3035

Item 9 Date of Report

November 8, 2024.

Forward-Looking Statements

This report contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects”, or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “does not anticipate”, or “believes” or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will be taken”, “occur”, or “be achieved”. Certain information set forth in this report may contain forward-looking information that involves substantial known and unknown risks and uncertainties, including, but not limited

to the advancement of the Company's properties and the use of proceeds from the Offering. The forward-looking information is based on reasonable assumptions and estimates of the management of the Company at the time such statements were made and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Hemlo to be materially different from those expressed or implied by such forward-looking information, including risks associated with the exploration; future commodity prices; changes in regulations; political or economic developments; environmental risks; permitting timelines; capital expenditures; technical difficulties in connection with exploration activities; employee relations; the speculative nature of mineral including the risks of diminishing quantities of grades of resources, contests over title to properties, the Company's limited operating history, future capital needs and uncertainty of additional financing, and the competitive nature of the mining industry; the need for the Company to manage its future strategic plans; global economic and financial market conditions; uninsurable risks; and changes in project parameters as plans continue to be evaluated. Although Hemlo has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Although the forward-looking information contained in this report is based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, Hemlo cannot assure shareholders that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. There can be no assurance that forward-looking information, or the material factors or assumptions used to develop such forward-looking information, will prove to be accurate. Hemlo does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking information, except as required by applicable securities law.