

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

GOLD'N FUTURES MINERAL CORP. (the "Company")  
Suite 810 - 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2 Date of Material Change**

September 28, 2022

**Item 3 News Release**

The news release was disseminated on September 28, 2022 through the facilities of Global Newswire, filed on SEDAR and posted to the Company's disclosure hall with the CSE.

**Item 4 Summary of Material Change**

The Company announced that Argonaut Gold Inc. ("Argonaut") and the Company have amended the option agreement respecting the Hercules gold property.

**Item 5 Full Description of Material Change**

On September 28, 2022, Argonaut and the Company have amended the option agreement (the "Option") respecting the Hercules gold property (the "Property"). Details of the Option prior to these amendments were disseminated in the press release of the Company on October 26, 2020. Under the amended terms of the Option, the Company has restructured and deferred future payments to be made to Argonaut and exploration obligations against the Property. The new schedule for the option payments and the completion dates for the exploration commitments are presented below.

Under the restated terms, Gold'n Futures has the option to acquire, on or before June 30, 2025 an initial 50% Earned Interest (as defined in the Option) in the Property by: (a) paying to Argonaut \$3,500,000 of which the Company has paid \$1,250,000 in cash (b) by incurring further Exploration Expenditures of \$6,500,000 on the Property; and (c) granting a one percent Royalty on the following schedule:

(a) the Company will make cash option payments to Argonaut of:

- (i) \$400,000 which must be paid before April 1, 2023;
- (ii) \$600,000 which must be paid before September 1, 2023;
- (iii) \$500,000 which must be paid before January 31, 2024; and
- (iv) \$750,000 which must be paid before June 30, 2024.

All payments shall be made in cash or, at the sole discretion of Argonaut, in common shares of Gold'n Futures such number of common shares issuable to Argonaut being equal to the

applicable payment amount divided by the 5 day VWAP immediately prior to the date of payment;

(b) the Company will incur or fund the Exploration Expenditures aggregating not less than \$6,500,000 on the Property, of which an amount of:

- (i) \$1,500,000 must be incurred or funded before June 30, 2023;
- (ii) \$2,000,000 must be incurred or funded before June 30, 2024; and
- (iii) \$3,000,000 must be incurred or funded before June 30, 2025;”

Subject to Gold’n Futures having exercised the First Option, Argonaut has also granted to the Company the Second Option to increase its interest by acquiring a further 40% Earned Interest in the Property bringing its total Earned Interest to 90% by paying to Argonaut an additional amount of (a) \$5,000,000, in cash or, at the sole discretion of Argonaut, Gold’n Futures common shares, and (b) by delivering a NI43-101 compliant pre-feasibility study on the Property on or before December 31, 2027.

#### **Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

#### **Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

#### **Item 7 Omitted Information**

Not applicable.

#### **Item 8 Executive Officer**

Matthew Fish, Director  
Business Telephone: (905) 781 -8786

#### **Item 9 Date of Report**

September 30, 2022