

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

GOLD'N FUTURES MINERAL CORP. (the "Company")
Suite 409 – 22 Leader Lane
Toronto, Ontario, M5E 0B2

Item 2 Date of Material Change

January 4, 2023

Item 3 News Release

The news release was disseminated on December 30, 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 it had closed a non-brokered private placement of "flow-through" units.

Item 5 Full Description of Material Change

On December 30, 2022, the Company announced that it had closed a non-brokered private placement of "flow-through" units ("**FT Units**"), previously announced on October 6, 2022 (the "**Private Placement**"). The Company issued 16,240,000 FT Units, at a price of CAD\$0.05 per FT Unit. Each FT Unit consists of one flow through common share that qualifies as a "flow-through share" for the purposes of the Income Tax Act (Canada) (each, a "**FT Share**") and one whole common share purchase warrant ("**Warrant**"). Each Warrant is exercisable to acquire one common share of the Company at a price of CAD\$0.075 for a 24-month term.

In connection with the Private Placement, the Company paid finder's fees of CAD\$2,450 and issued 49,000 finder warrants (each a "**Finder Warrant**"). The Finder Warrant entitles the holder to purchase one common share of the Company at a price of CAD\$0.075 until December 30, 2024.

The proceeds from the sale of FT Units will be used to fund "Canadian exploration expenses" (as defined in subsection 66.1(6) of the *Income Tax Act* (Canada)) related to Gold'n Futures Hercules Project located in northern Ontario, and the Company has agreed to renounce such "Canadian exploration expenses" effective no later than December 31, 2022.

All securities issued in connection with the Private Placement are subject to a statutory hold period in accordance with applicable Canadian securities legislation.

Gold'n Futures plans to advance the Hercules Project and to build on its successes to date by beginning the Company's 2023 program with:

- Continuing to build a property-wide digital model incorporating all of the historical data and all of Gold'n Futures' 2021 and 2022 mapping, geophysical surveys and diamond drilling; and,
- Sampling and assaying of newly recognized gold mineralization in existing historical core.

During the summer of 2023, the Company will be conducting field work that will include:

- structural mapping;
- ground geophysical surveys;
- targeted diamond drilling; and
- property-wide prospecting of new showings and recently defined targets.

The new exploration objectives for Gold'n Futures' programs will facilitate its new gold resource block model and the expanded mineral resource calculation.

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

January 4, 2023