

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

**Item 1 Name and Address of Company**

GOLD'N FUTURES MINERAL CORP. (the "Company")  
Suite 1890, 1075 W. Georgia St.  
Vancouver, BC V6E 3C9

**Item 2 Date of Material Change**

November 21, 2023

**Item 3 News Release**

The news release was disseminated on November 21, 2023 through the facilities of The 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 Units.

**Item 5 Full Description of Material Change**

On November 21, 2023 the Company reported the closing of its non-brokered private placement offering of units (the "**Private Placement**") as announced on October 31, 2023. All securities issued in connection with the Private Placement are subject to a hold period that expires March 18, 2024. Gold'n Futures has issued 11,500,000 units to raise gross proceeds of \$115,000. In addition, the Company will pay finders' fees of \$11,500 in cash, 805,000 common shares and 805,000 share purchase warrants (as defined below).

Each unit ("**Unit**") consists of one common share of the Company ("**Common Share**") and one Common Share purchase warrant ("**Warrant**"), with each Warrant entitling the holder to purchase one additional Common Share at a price of C\$0.05, at any time prior to the date which is sixty (60) months from the closing of the private placement ("**Closing Date**"); provided that, if at any time after the Closing date, the volume weighted average trading price of the Common Shares on the CSE is at least C\$0.10 per share for the preceding ten (10) consecutive trading days, the Company has the right to accelerate the expiry date of the Warrants issued under the Offering ("**Warrant Acceleration Right**") by way of written notice and press release. Subject to the Warrant Acceleration Right, the expiry date of the Warrants shall occur thirty (30) days from the end of the abovementioned ten (10) consecutive trading days and any Warrants not exercised during the thirty (30) day term shall expire.

The Company intends to use the proceeds of the Offering for general working capital purposes and exploration expenses.

**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**

November 28, 2023