

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

ITEM 1 Name and Address of Company:

Kuya Silver Corporation (the "Company")
Suite 200 - 150 King Street West
Toronto, ON, M5H 1J9

ITEM 2 Date of Material Change:

December 20, 2023.

ITEM 3 News Release:

News release dated December 21, 2023 was distributed via Newsfile and subsequently filed on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) at www.sedarplus.ca.

ITEM 4 Summary of Material Change:

On December 21, 2023, the Company announced it had closed the second tranche ("**Second Tranche**") of a non-brokered private placement (the "**Offering**") pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* (the "**LIFE Exemption**"), by issuing 3,572,000 units (each, a "**Unit**") at a price of \$0.25 per Unit for aggregate gross proceeds of \$893,000. Collectively under the Offering, the Company issued 13,921,000 Units for aggregate gross proceeds of \$3,480,250. The Company filed a Form 45-106F19 offering document (the "**Offering Document**") on November 9, 2023 related to the Offering, which may be accessed under the Company's profile at www.sedarplus.ca and on the Company's website <https://www.kuyasilver.com>. Pursuant to the Offering, each Unit consisted of one common share in the capital of the Company (each, a "**Common Share**") and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one additional Common Share at an exercise price of CAD\$0.37 per Common Share until December 20, 2025. The Warrants are subject to accelerated expiration whereby if the closing trading price of the Common Shares on the Canadian Securities Exchange (the "**Exchange**"), or such other stock exchange where the majority of the trading volume occurs, for any period of 15 consecutive trading days equals or exceeds CAD\$0.50, the Company may, upon issuing a press release (the "**Acceleration Notice**"), accelerate the expiry date of the Warrants to the date that is 15 days following the date of the Acceleration Notice. If the Warrants are not exercised by the accelerated expiry date, the Warrants will expire and be of no further force or effect. The Units issued in the Offering are not subject to any statutory hold period under applicable Canadian securities laws, subject to limitations prescribed by the LIFE Exemption. In connection with the Second Tranche, the Company paid fees to qualified parties (each, a "**Finder**") in accordance with the policies of the Exchange, being a cash commission of \$3,750, which was 6.0% on total proceeds received from subscribers introduced to the Company by each Finder and issued 15,000 in non-transferable Common Share purchase warrants (each, a "**Finder's Warrant**"), which was 6.0% of the total Units issued to subscribers introduced to the Company by each Finder. Each Finder's Warrant issued under the Second Tranche entitles the holder thereof to acquire one Common Share at an exercise price of CAD\$0.25 per Common Share until December 20, 2025. Securities issued to Finders are subject to a statutory hold period expiring April 21, 2024 in accordance with applicable Canadian securities laws.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

On December 21, 2023, the Company announced it had closed the Second Tranche of the Offering pursuant to the LIFE Exemption, by issuing 3,572,000 Units at a price of \$0.25 per Unit for aggregate gross proceeds of \$893,000. Collectively under the Offering, the Company issued 13,921,000 Units for aggregate gross proceeds of \$3,480,250.

The Company filed a the Offering Document on November 9, 2023 related to the Offering, which may be accessed under the Company's profile at www.sedarplus.ca and on the Company's website <https://www.kuyasilver.com>. Pursuant to the Offering, each Unit consisted of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire one additional Common Share at an exercise price of CAD\$0.37 per Common Share until December 20, 2025. The Warrants are subject to the Acceleration Notice. The Units issued in the Offering are not subject to any statutory hold period under applicable Canadian securities laws, subject to limitations prescribed by the LIFE Exemption. In connection with the Second Tranche, the Company paid fees to qualified Finders in accordance with the policies of the Exchange, being a cash commission of \$3,750, which was 6.0% on total proceeds received from subscribers introduced to the Company by each Finder and issued 15,000 Finder's Warrants, which was 6.0% of the total Units issued to subscribers introduced to the Company by each Finder. Each Finder's Warrant issued under the Second Tranche entitles the holder thereof to acquire one Common Share at an exercise price of CAD\$0.25 per Common Share until December 20, 2025. Securities issued to Finders are subject to a statutory hold period expiring April 21, 2024 in accordance with applicable Canadian securities laws. The Company intends to use the net proceeds from the Offering for development expenses for the Company's Bethania project, the exploration program for the Company's Silver Kings project, and general working capital purposes, as more specifically detailed in the Offering Document. The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other 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) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Leah Hodges, Corporate Secretary
Telephone: (604) 377-0403

ITEM 9 Date of Report:

DATED as of December 21, 2023.

Reader Advisory

This material change report contains statements that constitute "forward-looking information," including statements regarding the plans, intentions, beliefs, and current expectations of the Company, its directors, or its officers with respect to the future business activities of the Company. The words "may," "would," "could," "will," "intend," "plan," "anticipate," "believe," "estimate," "expect," "must," "next," "propose," and similar expressions, as they relate to the Company or its management, are intended to identify such forward-looking information. Without limiting the generality of the foregoing statements, the proposed use of the proceeds of the Offering is forward-looking

information. Investors are cautioned that statements including forward-looking information are not guarantees of future business activities and involve risks and uncertainties, and that the Company's future business activities may differ materially from those described in the forward-looking information as a result of various factors, including but not limited to fluctuations in market prices, successes of the operations of the Company, continued availability of capital and financing, and general economic, market, and business conditions. There can be no assurances that such forward-looking information will prove accurate, and therefore, readers are advised to rely on their own evaluation of the risks and uncertainties. The Company does not assume any obligation to update any forward-looking information except as required under the applicable securities laws.