

**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 5, 2024.

**ITEM 3 News Release:**

A news release dated December 6, 2024 was distributed via Newsfile and subsequently filed on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) at [www.sedarplus.ca](http://www.sedarplus.ca).

**ITEM 4 Summary of Material Change:**

On December 6, 2024, the Company announced it has closed a second tranche in connection with a convertible financing agreement (the “**Agreement**”) with an investor (the “**Investor**”) as disclosed in its press releases of [October 1, 2024](#) and [October 10, 2024](#). Under the terms of the Agreement, the Investor subscribed for, and the Company issued, an additional unit (“**Additional Unit**”) comprised of a secured convertible debenture of the Company in the principal amount of CAD\$436,500 (face value of CAD\$485,000) (the “**Additional Debenture**”) and 560,595 common share purchase warrants of the Company (each a “**Warrant**”) exercisable at CAD\$0.37 until June 5, 2027. The Additional Debenture includes an original issue discount of 10% in favour of the Investor. The Company received net proceeds of CAD\$436,500, less a 2% transaction fee to the Investor and applicable closing costs. The Additional Debenture matures 15 months from the date of issuance and bears an annualized interest rate of 8% calculated daily and paid quarterly in cash or in common shares of the Company (each a “**Common Share**”), at the option of the Company. At the option of the Investor, the principal amount of Additional Debenture (up to a maximum of \$436,500), together with accrued interest on such principal amount, is convertible into Common Shares of the Company at a conversion price equal to the closing price of the Common Shares on the CSE on the day prior to the conversion. The Company may elect to repay all or part of the Additional Debenture prior to the maturity date at an amount equal to 110% of the principal amount, plus accrued interest and interest to the end of the quarter in which the repayment was made. Upon receipt of a notice of repayment, the Investor shall have the option to exclude up to one-third of the then outstanding principal amount of the Additional Debenture from such early repayment. The securities underlying the Additional Unit will not be subject to any statutory hold period under applicable Canadian securities laws. The proceeds of the financing will be used for mining operations at the Bethania Project, Peru and general working capital. Subsequent to the disclosure in the Company’s Interim Consolidated Financial Statements for the period ended September 30, 2024, an additional \$200,000 of the debenture issued October 9, 2024 was converted into Common Shares and, separately, the Company repaid \$48,500 in cash against the Additional Debenture. At the present time, the total loan principal remaining on the debentures relating to the Agreement is \$836,500.

**ITEM 5 Full Description of Material Change:**

*5.1 – Full Description of Material Change:*

See item 4 above.

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 6, 2024.

**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," "new," "potential," "prospective," "target," "future," "verge," "favourable," "implications," and "ongoing," 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, any discussion regarding the proposed use of the proceeds of the financing and the Company's business operations, 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.*