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51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Mustang Energy Corp. (the “**Company**”)

750 West Pender Street, Suite 401

Vancouver, BC V6C 2T7

Item 2 Date of Material Change

December 27, 2024

Item 3 News Release

The news release dated December 27, 2024 was disseminated through Globe Newswire and Stockwatch on December 27, 2024.

Item 4 Summary of Material Change

The Company announced that, further to its news releases of November 25, 2024 and December 16, 2024, it has completed the second tranche of its non-brokered private placement for aggregate gross proceeds of C\$1,404,700, pursuant to which it sold the following:

- 450,000 non-flow through common shares in the capital of the Company (each, a “**Share**”) at a price of C\$0.25 per Share for gross proceeds of C\$112,500 from the sale of the Shares; and
- 4,455,862 critical flow-through common shares of the Company (each, a “**FT Share**”, and collectively with the Shares, the “**Offered Securities**”) at a price of C\$0.29 per FT Share for gross proceeds of C\$1,292,200 from the sale of FT Shares.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached schedule A.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Nicholas Luksha, CEO and director, 604.428.7050

Item 9 Date of Report

January 3, 2025

SCHEDULE "A"



Mustang Energy Corp. Raises Aggregate Gross Proceeds of \$3,552,950 After Closing the Second Tranche of Financing

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Vancouver, British Columbia, December 27, 2024, Mustang Energy Corp. (CSE: MEC, OTC: MECPF, FRA: 92T) ("**Mustang**" or the "**Company**") is pleased to announce that, further to its news releases of November 25, 2024 and December 16, 2024, it has completed the second tranche of its non-brokered private placement for aggregate gross proceeds of C\$1,404,700, pursuant to which it sold the following (together, the "**Offering**"):

- 450,000 non-flow through common shares in the capital of the Company (each, a "**Share**") at a price of C\$0.25 per Share for gross proceeds of C\$112,500 from the sale of the Shares; and
- 4,455,862 critical flow-through common shares of the Company (each, a "**FT Share**", and collectively with the Shares, the "**Offered Securities**") at a price of C\$0.29 per FT Share for gross proceeds of C\$1,292,200 from the sale of FT Shares.

On December 16, 2024, the Company announced that it raised gross proceeds of \$2,148,250, bringing the aggregate gross proceeds raised to \$3,552,950 following the closing of this second tranche.

Red Cloud Securities Inc. and Ventum Financial Corp. acted as finders in connection with the Offering. Red Cloud Securities Inc. received \$90,454 and 311,910 share purchase warrants (each, a "**Finder's Warrant**"), and Ventum Financial Corp. received \$4,375 and 17,500 Finder's Warrants. Each Finder's Warrant is exercisable into one Share (each, a "**Finder's Warrant Share**") at a price of \$0.33 per Finder's Warrant Share until December 27, 2026.

Nicholas Luksha, the Chief Executive Officer of Mustang, stated "We are pleased to complete the closing of the second tranche of our private placement financing, oversubscribed from the initial announcement. This additional funding provides us with resources to engage the various contractors required to complete our phase one work plan as we endeavor to prove up numerous prospective drill targets."

Each FT Share is issued as a "flow-through share" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**"). The Company intends to use the proceeds of the Offering for the exploration of the Company's uranium projects in the Athabasca Basin in Saskatchewan as well as for general working capital purposes. The gross proceeds from the issuance of the FT Shares will be used to incur resource exploration expenses which will constitute "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act and "flow through critical mineral mining expenditures" as defined in subsection 127(9) of the Tax Act, which will be renounced with an effective date no later than December 31, 2024 to the purchasers of the FT Shares in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares. The maximum offering size of the FT Shares was increased by approximately \$1,872,700 after investors expressed greater interest in the FT Shares than was previously

anticipated by the Company, with the total number of Offered Securities exceeding the maximum offering size disclosed by the Company in its news release dated November 25, 2024 by 1,178,586 common shares.

The securities issued under the Offering are subject to a hold period expiring on April 28, 2025.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Mustang Energy Corp.

Mustang is a resource exploration company focused on acquiring and developing high-potential uranium and critical mineral assets. The Company is actively exploring its properties in the Athabasca Basin of Saskatchewan, Canada. Mustang’s flagship property, Ford Lake, covers 7,743 hectares in the prolific eastern Athabasca Basin, while its Cigar Lake East and Roughrider South projects span 2,901 hectares in the Wollaston Domain. Mustang has also established its footprint in the Cluff Lake region of the Athabasca Basin with the acquisition of the Yellowstone Project and further expanded its presence in the south central region of the Athabasca Basin with the Dutton Project.

On behalf of the board of directors,

“Nicholas Luksha”

Nicholas Luksha
CEO and Director

For further information, please contact:

Mustang Energy Corp.
Attention: Nicholas Luksha, CEO and Director
Phone: (604) 838-0184

Forward-Looking Statements Disclaimer

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends”, “believes” or “anticipates”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would” or “occur”. This information and these statements, referred to herein as “forward-looking statements”, are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management’s expectations and intentions with respect to the intended use of proceeds of the Offering. Although management of the Company has attempted to identify important

factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws.

Neither the CSE nor the Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.