

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

**Item 1 Name and Address of Company**

Forte Minerals Corp. (the "Company")  
1005-409 Granville Street  
Vancouver, BC, V6C 1T2

**Item 2 Date of Material Change**

July 9, 2024

**Item 3 News Release**

A news release was disseminated on July 9, 2024, through the facilities of Accesswire.

**Item 4 Summary of Material Change**

The Company has completed its previously announced shares for debt settlement issuing 283,000 common shares (the "Settlement Shares") at deemed price of \$0.20 per share settling outstanding accounts payable totaling \$56,600.00 (the "Shares for Debt Transaction") owing to certain creditors

**Item 5 Full Description of Material Change**

The Company completed the Shares for Debt Transaction.

The Creditors include certain directors and officers (collectively, the "Related Parties"), who will receive an aggregate of 170,000 of the Settlement Shares.

All Settlement Shares will be subject to a statutory hold period expiring on November 10, 2024.

Four insiders of the Company subscribed for a total of 170,000 Settlement Shares for aggregate debt settlement of \$34,000, as follows:

- (a) Mr. Douglas Turnbull acquired 40,000 Settlement Shares indirectly through Lakehead Geological Services Inc. for an aggregate cost of \$8,000;
- (b) Ms. Anna Dalairé acquired 50,000 Settlement Shares indirectly through Bullvision Consulting Inc. for an aggregate cost of \$10,000;
- (c) Ms. Stephanie Ashton acquired 40,000 Settlement Shares directly for an aggregate cost of \$8,000; and
- (d) Mr. Richard Leveille acquired 40,000 Settlement Shares directly for an aggregate cost of \$8,000

(collectively, the "Insider Participation").

As Messrs. Turnbull, Ashton and Leveille are directors of the Company and Ms. Dalairé is an officer of the Company, they are "related parties" to the Company within the meaning of Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101"). As such, the Insider Participation constitutes a "related party transaction" within the meaning of MI 61-101

Prior to the Insider Participation, Mr. Turnbull held, directly and indirectly, 159,650 common shares of the Company and he now holds 199,650 common shares of the Company representing less than 0.1% of the Company's issued and outstanding shares, which does not resulting in a material change to his ownership.

Prior to the Insider Participation, Ms. Dalairé held 40,667 common shares of the Company directly and she now directly and indirectly, holds 90,667 common shares of the Company representing less than 0.1% of the Company's issued and outstanding shares, which does not resulting in a material change to her ownership.

Prior to the Insider Participation, Ms. Ashton held nil common shares of the Company and she now holds 40,000 common shares of the Company representing less than 0.1% of the Company's issued and outstanding shares.

Prior to the Insider Participation, Mr. Leveille held nil common shares of the Company and he now holds 40,000 common shares of the Company representing less than 0.1% of the Company's issued and outstanding shares.

Other than the settlement agreements between Lakehead Geological Services Inc., Bullvision Consulting Inc., Ms. Ashton and Mr. Leveille and the Company relating to the Shares for Debt Transaction, the Company has not entered into any agreement with an interested party or a joint actor with an interested party in connection with the Shares for Debt Transaction.

The board of directors approved the Shares for Debt Transaction, with each Mr. Turnbull, Ms. Ashton and Mr. Leveille abstaining as to their respective participations therein. There are no prior valuations in respect of the Company or the Shares for Debt Transaction and neither the board of the Company nor its officers are aware of the existence of any such valuation.

The Insider Participation is exempt from the formal valuation and minority shareholder approval requirements (pursuant to subsections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets).

The material change report in connection with the Shares for Debt Transaction was not filed 21 days in advance of the closing of the Shares for Debt Transaction for the purposes of Section 5.2(2) of MI 61-101 on the basis that the terms of the Shares for Debt Transaction required closing within a shorter term.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7**                      **Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8****Executive Officer**

Patrick Elliott, CEO is knowledgeable about the material change and the Report and may be contacted (778) 403-5807.

**Item 9****Date of Report**

July 14, 2024