

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Exploits Discovery Corp.  
#3043, 595 Burrard Street  
Vancouver, BC V7X 1J1

**Item 2 Dates of Material Change**

April 30, 2021

**Item 3 News Release**

The press releases were disseminated on April 27<sup>th</sup> and April 30<sup>th</sup>, 2021 through TheNewswire.

**Item 4 Summary of Material Change**

Vancouver, British Columbia - April 27<sup>th</sup>, 2021 - Exploits Discovery Corp. ("Exploits" or the "Company") (CSE: NFLD) (OTCQB: NFLDF) (FSE: 634-FF) is pleased to announce a non-brokered private placement of \$4,100,000 consisting of 8,200,000 units (the "Units") at a price of \$0.50 per Unit (the "Private Placement").

The entire Private Placement is being fully subscribed and invested into by Mr. Eric Sprott. Upon completion of the financing, Eric Sprott will hold 9.81% on a non-diluted basis and 14.45% on a fully diluted basis.

Each Unit consists of one common share ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.67 for a period of 24 months immediately following the closing date of the Private Placement.

A finder's fee of 3% of the gross proceeds of the Private Placement, will be paid to Raymond James Ltd. who are an arms-length finder and is payable in cash.

The proceeds from the Units will be used for exploration on the Company's properties, acquisition of additional properties, marketing and general working capital.

Vancouver, British Columbia - April 30<sup>th</sup>, 2021 - Exploits Discovery Corp. ("Exploits" or the "Company") (CSE: NFLD) (OTCQB: NFLDF) (FSE: 634-FF) is pleased to announce the closing of the previously announced non-brokered private placement of \$4,100,000 consisting of 8,200,000 units (the "Units") at a price of \$0.50 per Unit (the "Private Placement").

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The proceeds from the Units will be used for exploration on the Company's properties, acquisition of additional properties, marketing and general working capital.

All securities issued pursuant to the Private Placement will be subject to a four month hold period from the closing date under applicable securities laws in Canada and among other things, receipt by Exploits of all necessary regulatory approvals, including the Canadian Stock Exchange.

**Item 5 Full Description of Material Change**

See attached press releases for details.

**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**

Michael Collins  
President and CEO  
Tel: (604) 681-3170

**Item 9 Date of Report**

April 30, 2021

## **EXPLOITS DISCOVERY ANNOUNCES \$4.1 MILLION INVESTMENT BY STRATEGIC INVESTOR ERIC SPROTT**

Vancouver, British Columbia - April 27<sup>th</sup>, 2021 - Exploits Discovery Corp. (“Exploits” or the “Company”) (CSE: NFLD) (OTCQB: NFLDF) (FSE: 634-FF) is pleased to announce a non-brokered private placement of \$4,100,000 consisting of 8,200,000 units (the “Units”) at a price of \$0.50 per Unit (the “Private Placement”).

The entire Private Placement is being fully subscribed and invested into by Mr. Eric Sprott. Upon completion of the financing, Eric Sprott will hold 9.81% on a non-diluted basis and 14.45% on a fully diluted basis.

Michael Collins, President, CEO & Director stated “I am pleased to welcome Mr. Sprott as a shareholder of Exploits Discovery Corp. Mr. Sprott’s participation is a validation of our land, team and exploration strategy. This funding will allow us to expand and aggressively chase both our current drill targets, and the development of new targets on the 200+ km of deep seated gold bearing structures on our Exploits Subzone claims.”

Each Unit consists of one common share (“Common Share”) and one common share purchase warrant (“Warrant”). Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.67 for a period of 24 months immediately following the closing date of the Private Placement.

A finder’s fee of 3% of the gross proceeds of the Private Placement, will be paid to Raymond James Ltd. who are an arms-length finder and is payable in cash.

The proceeds from the Units will be used for exploration on the Company’s properties, acquisition of additional properties, marketing and general working capital.

All securities to be issued pursuant to the Private Placement will be subject to a four month hold period from the closing date under applicable securities laws in Canada and among other things, receipt by Exploits of all necessary regulatory approvals, including the Canadian Stock Exchange.

The securities being offered under the Private Placement have not been, nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. federal and state registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

### *About Exploits Discovery Corp.*

Exploits Discovery is a Canadian mineral exploration company focused on the acquisition and development of mineral projects in Newfoundland, Canada. The Company currently holds the Jonathan's Pond, Dog Bay, Mt. Peyton, Middle Ridge, True Grit, Great Bend and Gazeebow projects which cumulatively cover an area of approximately 2,115 square kilometres.

All projects within Exploits’ portfolio lie within the Exploits Subzone.

The Company believes that the Exploits Subzone, which runs 200 km from Dog Bay southwest to Bay d'Espoir, has been neglected since the last major exploration campaigns in the 1980s. The last 40 years have seen incremental advancements in the understanding of gold mineralization in the camp. The sum of this knowledge is now coming together in discrete and effective exploration models that have delivered discovery such as New Found Gold's 2019 discovery of 92.86 g/t Au over 19.0 metres near surface. The Exploits Subzone and GRUB regions have been the focus of major staking and financing throughout 2020, with increased exploration activities forecasted in the area moving into 2021.

The team at Exploits, with significant local experience and knowledge, have studied the entirety of the Exploits Subzone and picked individual land packages for staking or joint venture where there is an opportunity for world class discoveries and mine development. Exploits intends to leverage its local team and the larger shift in understanding and become one of the most extensive explorers in the Exploits Subzone.

### **ON BEHALF OF THE BOARD**

/s/ "Michael Collins "  
President and CEO

### **For further information, please contact:**

Michael Collins, CEO  
Tel: (778) 819-2708

*Neither the Canadian Securities Exchange nor its Regulation Service Provider (as the term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.*

### Forward-Looking Statements

This news release contains certain forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward-looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected including, but not limited to, market conditions, availability of financing, actual results of the Company's exploration and other activities, environmental risks, future metal prices, operating risks, accidents, labor issues, delays in obtaining governmental approvals and permits, and other risks in the mining industry. All the forward-looking statements made in this news release are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at [www.sedar.com](http://www.sedar.com). These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required by applicable law.

## **EXPLOITS DISCOVERY ANNOUNCES CLOSING OF \$4.1 MILLION INVESTMENT INCLUDING STRATEGIC INVESTOR ERIC SPROTT**

Vancouver, British Columbia - April 30<sup>th</sup>, 2021 - Exploits Discovery Corp. (“Exploits” or the “Company”) (CSE: NFLD) (OTCQB: NFLDF) (FSE: 634-FF) is pleased to announce the closing of the previously announced non-brokered private placement of \$4,100,000 consisting of 8,200,000 units (the “Units”) at a price of \$0.50 per Unit (the “Private Placement”). Each Unit consists of one common share (“Common Share”) and one common share purchase warrant (“Warrant”). Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.67 for a period of 24 months immediately following the closing date of the Private Placement.

Michael Collins, President, CEO & Director stated “We are honoured to have Mr. Sprott’s support as we move to drill our projects in the Exploits Subzone Gold Belt in Newfoundland. The additional funds will allow us to improve our target definition on existing targets, refine additional targets in the pipeline and to expand our drilling budget to drill more holes and meters. This commitment is what makes Discovery.”

Mr. Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, acquired 4,000,000 Units and, through Lariscan Enterprises Ltd., a corporation which is controlled by him, acquired 4,000,000 Units under the Private Placement for total consideration of \$4,000,000. As a result of the Private Placement, Mr. Sprott beneficially owns and controls 8,000,000 Common Shares of the Company and 8,000,000 Warrants representing approximately 9.6% of the issued and outstanding Common Shares of the Company on a non-diluted basis and approximately 17.5% on a partially diluted basis assuming exercise of the Warrants. Prior to the Financing, Mr. Sprott did not beneficially own or control any securities of the Company.

The Units were acquired by Mr. Sprott for investment purposes. Mr. Sprott has a long-term view of the investment and may acquire additional securities of the Company including on the open market or through private acquisitions or sell securities of the Company including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other factors that Mr. Sprott considers relevant from time to time.

A copy of Sprott's early warning report will appear on Exploit's profile on SEDAR and may also be obtained by calling Mr. Sprott's office at (416) 945-3294 (200 Bay Street, Suite 2600, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2J1).

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All securities issued pursuant to the Private Placement will be subject to a four month hold period from the closing date under applicable securities laws in Canada and among other things,

receipt by Exploits of all necessary regulatory approvals, including the Canadian Stock Exchange.

The securities offered under the Private Placement have not been, nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. federal and state registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

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**ON BEHALF OF THE BOARD**

/s/ "Michael Collins "  
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