

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

**Item 1      Name and Address**

Mich Resources Ltd. (the “**Company**”)  
#3123 – 595 Burrard Street  
Vancouver, British Columbia, V7X 1J1

**Item 2      Date of Material Change**

July 30, 2021

**Item 3      News Release**

The Company issued a news release on July 30, 2021 relating to the material change, which was disseminated through Cision/PR NewsWire and subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com)

**Item 4      Summary of Material Change**

On July 30, 2021 the Company announced that it had signed a term sheet (the “**Term Sheet**”) dated July 27, 2021 for the acquisition of the advanced stage Pecoy copper exploration project located in Peru (the “**Pecoy Project**”). The signatories to the Term Sheet include Pembroke Copper Corp. (“**Pembroke**”), Minera Andina de Exploraciones SAA (“**Minandex**”) and UMS Projects LP (“**UMS**”). The Term Sheet contemplates that the Pecoy Project will be acquired from Pembroke and Minandex for cash and shares in the Company that will be immediately distributed by Pembroke to its shareholders. UMS acted as finder and facilitated the negotiations of the transaction (“**Transaction**”) which will constitute a reverse take-over (“**RTO**”) of the Company when completed.

**Item 5      Full Description of Material Change**

On July 30, 2021 the Company announced that it has signed a Term Sheet dated July 27, 2021 for the acquisition of the Pecoy Project. The Term Sheet contemplates that the Pecoy Project will be acquired from Pembroke and Minandex for cash and shares in the Company that will be immediately distributed by Pembroke to its shareholders. The Transaction will constitute an RTO of the Company when completed.

The Pecoy Project is an advanced copper exploration project located 150 kilometres northwest of Arequipa, within the Cretaceous Copper Porphyry Belt of Peru, host to the Zafranal copper porphyry (Teck Resources Limited and Mitsubishi Materials Corporation) located approximately 100 kilometers to the southeast of the project.

As an RTO the Transaction is a fundamental change pursuant to the policies of the Canadian Securities Exchange (the “**Exchange**”). As consideration for Pembroke and Minandex’s interests in the Pecoy Project, the Company will pay the amount

of USD \$2,000,000 and issue 120.7 million common shares of the Company to the shareholders of Pembroke and Minandex and 6.4 million shares to UMS. It is anticipated (and without taking into account any potential concurrent financings), that the shareholders of Pembroke and Minandex will hold approximately 70% of the approximately 173 million common shares of the Company (excluding dilutive securities) following closing of the Transaction (the “**Resulting Issuer**”) and UMS will hold 3.7% of the Resulting Issuer.

Upon completion of the Transaction, the Resulting Issuer will continue to carry on the business of exploration and development of the Pecoy Project under the Company’s existing name or such other name as may be approved by the board of directors of the Resulting Issuer and the Exchange.

Completion of the Transaction is subject to a number of conditions, including but not limited to the execution of definitive agreements, mutual due diligence, the approval of all regulatory bodies having jurisdiction in connection with the Transaction (including the approval of the Exchange), and approval of both the Company’s shareholders and the shareholders of Pembroke. The Company intends to apply for an exemption from any sponsorship requirements of the Exchange. There can be no assurance that the Transaction will be completed as proposed or at all.

In connection with the announcement of the Term Sheet and Transaction, trading of the common shares of the Company on the Exchange has been halted, and will remain halted until closing of the Transaction which is currently targeted for the fourth quarter of 2021.

Further details of the Transaction can be found in the news release dated July 30, 2021 at [www.sedar.com](http://www.sedar.com).

**Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report:

Szascha Lim, Chief Financial Officer and Director

Telephone: (604) 609 6110

**Item 9 Date of Report**

August 10, 2021