

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Panther Minerals Inc. (the "**Company**")
1090 West Georgia Street, Suite 600
Vancouver, BC V6E 3V7

ITEM 2. DATE OF MATERIAL CHANGE

July 29, 2024

ITEM 3. NEWS RELEASE

Issued on July 29, 2024 and distributed through the facilities of Cision Newswire and on the Company's SEDAR+ page.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that further to its press release on July 18th, 2024, it has closed the previously announced definitive agreement with 1484506 B.C. Ltd. ("**148 BC**") and its shareholders dated July 17th, 2024, providing for the acquisition by the Company of 148 BC, which holds the beneficial interest in the Huber Heights Uranium property, located in northern Elko County, Nevada from the shareholders of 148 BC.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Robert Birmingham, Chief Executive Officer
Telephone: (604) 416-0569

ITEM 9. DATE OF REPORT

July 29, 2024



PANTHER MINERALS

NEWS RELEASE

PANTHER MINERALS ENTERS INTO DEFINITIVE AGREEMENT TO ACQUIRE THE HUBER HEIGHTS URANIUM PROPERTY, ELKO COUNTY, NEVADA

Vancouver, British Columbia - CNW – July 29th, 2024 - Panther Minerals Inc. (“**Panther Minerals**” or the “**Company**”) (CSE:PURR) (OTC:GLIOF) (FWB:2BC) is pleased to announce that further to its press release on July 18th, 2024, it has closed the previously announced definitive agreement with 1484506 B.C. Ltd. (“**148 BC**”) and its shareholders dated July 17th, 2024, providing for the acquisition by the Company of 148 BC, which holds the beneficial interest in the Huber Heights Uranium property (the “**Property**”), located in northern Elko County, Nevada from the shareholders of 148 BC (the “**Transaction**”).

Pursuant to the Transaction, the Company issued an aggregate of 5,000,000 common shares of the Company (the “**Consideration Shares**”) to the shareholders of 148 BC pro rata to their respective shareholdings in 148 BC. The Company also made a cash payment of CAD\$20,000 to one of the shareholders of 148 BC as the shareholder’s nominee, to be distributed in pro rata to the shareholders of 148 BC. The Transaction is at arm's length, there is no insider interest and there are no finder's fees payable in connection therewith. The Consideration Shares are being issued in accordance with the Take-over bid and issuer bid exemption as provided in Section 2.16 of National Instrument 45-106-*Prospectus Exemptions* but are subject to a 6-month voluntary lock-up period, during which period the recipients of the Consideration Shares will be restricted from trading the Consideration Shares (the “**Initial Lockup Period**”). Following the Initial Lockup Period, the Consideration Shares will be released at a rate of 20% per month.

About Panther Minerals Inc.

Panther Minerals is a mineral exploration company actively involved in the exploration of its North American project portfolio. The acquisition of the Boulder Creek option reflects the Company's continuing intention of pursuing advanced, high-quality prospective uranium projects that can be readily worked on and efficiently explored, in a timely manner.

ON BEHALF OF THE BOARD OF DIRECTORS

Mr. Robert Birmingham, Chief Executive Officer

For more information please visit: www.pantherminerals.ca or email info@pantherminerals.ca.

The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-Looking Statements

This news release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Often, but not always, forward-looking information and information can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Actual future results may differ materially. In particular, this news release contains forward-looking information relating to the benefits of the Transaction to the Company. The forward-looking information reflects management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking information. Such risk factors may include, among others, but are not limited to: general economic conditions in Canada and globally; industry conditions, including governmental regulation and environmental regulation; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; competition for, among other things, skilled personnel and supplies; incorrect assessments of the value of acquisitions; geological, technical, processing and transportation problems; changes in tax laws and incentive programs; failure to realize the anticipated benefits of acquisitions and dispositions; and the other factors. Although the Company believes that the assumptions and factors used in preparing the forward-looking information are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. Factors that could cause actual results or events to differ materially from current expectations include: (i) adverse market conditions; and (ii) other factors beyond the control of the Company. New risk factors emerge from time to time, and it is impossible for the Company's management to predict all risk factors, nor can the Company assess the impact of all factors on Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking information. The forward-looking information included in this news release are made as of the date of this news release and the Company expressly disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which are available on the Company's profile at www.sedarplus.ca.