

FORM 51-102F3

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF  
NATIONAL INSTRUMENT NO. 51-102

**Item 1. Reporting Issuer**

Metalite Resources Inc.  
82 Richmond St E 1st Floor  
Toronto, ON M5C 1P1

**Item 2. Date of Material Change**

A material change took place on June 27, 2024

**Item 3. News Releases**

Press release in the form of Schedule "A" attached hereto was disseminated on June 27, 2024, via TheNewswire news service, and subsequently filed on the System for Electronic Document Analysis and Retrieval+ ([www.sedarplus.ca](http://www.sedarplus.ca))

**Item 4. Summary of Material Change**

Metalite Resources Inc. (CSE: METL) (OTC: JNCCF) (Frankfurt: D68) ("Metalite" or the "Company") announced that Paul L. Jones and Mario Miranda have resigned from the board of directors of the Company and Jeff Berman and Jeremy Goldman have been appointed to the board of directors effective June 26, 2024.

**Item 5. Full Description of Material Change**

The material change is described in the press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

Metalite Resources Inc. (CSE: METL) (OTC: JNCCF) (Frankfurt: D68) ("**Metalite**" or the "**Company**") announces that Paul L. Jones and Mario Miranda have resigned from the board of directors of the Company and Jeff Berman and Jeremy Goldman have been appointed to the board of directors effective June 26, 2024. The Company thanks Mr. Jones and Mr. Miranda for their service to the Company and welcomes Mr. Berman and Mr. Goldman as new independent members of the board, who will also serve on the Company's audit committee.

Mr. Berman is a trial lawyer who has successfully litigated cases at every level of court in Ontario. He is a Partner at the Law firm of Goodman Berman, Barristers. Mr. Berman graduated from Osgoode Hall Law School where he earned his Law Degree in 2005. He articulated at a Bay Street law firm before shifting to criminal law. Prior to law school, Mr. Berman graduated with an honours degree in Commerce with a focus in finance and marketing. Mr. Berman serves on the board of directors of BrandPilot AI Inc. (formerly Universal PropTech Inc.).

Mr. Goldman has dedicated over two decades to venture-stage technology and finance. Mr. Goldman's distinguished leadership journey encompasses roles such as CFO of Sensei Labs Inc., CEO at Vaster Inc., COO/CFO at Kooltra, President/CCO at

Foundation Markets Inc., and 20+ years in venture stage technology and finance. Mr. Goldman serves on the board of directors of Xemoto Media Ltd., AI-driven marketing technology company and Rigel Technologies Inc., an unlisted reporting issuer. Mr. Golman holds an MBA from York University's Schulich School of Business and is a Chartered Financial Analyst.

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

The report is not being filed on a confidential basis.

**Item 7. Omitted Information**

No significant facts have been omitted from this report.

**Item 8. Executive Officer**

Chris Hazelton  
(647) 660-8718  
[info@metaliteresources.com](mailto:info@metaliteresources.com)

**Item 9. Date of Report**

Dated at Toronto, in the Province of Ontario, this 28<sup>th</sup> day of June, 2024.

## SCHEDULE "A"



### **Metalite Resources Announces Board Changes**

**June 27, 2024 – TheNewswire** - Metalite Resources Inc. (CSE: METL) (OTC: JNCCF) (Frankfurt: D68) ("**Metalite**" or the "**Company**") announces that Paul L. Jones and Mario Miranda have resigned from the board of directors of the Company and Jeff Berman and Jeremy Goldman have been appointed to the board of directors effective June 26, 2024. The Company thanks Mr. Jones and Mr. Miranda for their service to the Company and welcomes Mr. Berman and Mr. Goldman as new independent members of the board, who will also serve on the Company's audit committee.

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#### **About Metalite Resources Inc.**

Metalite Resources Inc. is a Canadian junior mineral exploration issuer with a precious metals focused project in NSW, Australia.

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

Chris Hazelton  
(647) 660-8718  
[info@metaliteresources.com](mailto:info@metaliteresources.com)

To learn more, please visit <https://www.metaliteresources.com/>.

#### ***Forward-Looking Statements***

*This news release contains certain "forward-looking statements." All statements, other than statements of historic fact, that address activities, events or developments that Metalite believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements*

*are often, but not always, identified by the use of words such as "seek," "anticipate," "believe," "plan," "estimate," "expect," and "intend" and statements that an event or result "may," "will," "can," "should," "could," or "might" occur or be achieved and other similar expressions. These forward-looking statements reflect the current expectations or beliefs of Metalite based on information currently available to Metalite. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of Metalite to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on Metalite. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure to obtain all necessary approvals for the completion of the transactions discussed herein. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Metalite disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although Metalite believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.*