

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

**Item 1 Name and Address of Company**

Core Assets Corp. (the “**Company**”)  
Suite 1450 – 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2 Date of Material Change**

February 23, 2021

**Item 3 News Release**

The new release dated February 23, 2021 was disseminated through FCS Wire on February 23, 2021.

**Item 4 Summary of Material Change**

On February 23, 2021, the Company announced that it has arranged a non-brokered private placement (the “**Offering**”) of 11,111,111 units (each, a “**Unit**”) at a price of \$0.09 per Unit for gross proceeds of \$1,000,000. Each Unit will comprise of one common share (each, a “**Share**”) in the capital of the Company and one non-transferable share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share (each, a “**Warrant Share**”) in the capital of the Company for a period of 24 months from the closing date at an exercise price of \$0.15 per Warrant Share in first year and \$0.25 per Warrant Share in second year.

The Company also announced a non-brokered private placement (the “**Flow-through Offering**”) consisting of Shares, issued on a “flow-through basis” pursuant to the *Income Tax Act* (Canada), at \$0.12 per Share for gross proceeds of up to \$500,000.

Proceeds from the Offering and the Flow-through Offering will be used for working capital and for an expanded exploration program on the Company’s Atlin Mining District project. Insiders of the Company may participate in the Offering and the Flow-through Offering. Finder’s fees may be payable in connection with the Offering and the Flow-through Offering in accordance with the policies of the Canadian Securities Exchange.

All securities issued in connection with the Offering and the Flow-through Offering will be subject to a four month hold from the closing date.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

A full description of the material change is described in Item 4 above and in the attached News Release.

*5.2 Disclosure for Restructuring Transactions*

N/A

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Scott Rose, President, 604.681.1568

**Item 9 Date of Report**

March 1, 2021



## Core Assets Announces Non-Brokered Private Placement

Vancouver, February 23, 2021 – Core Assets Corp., (“**Core Assets**” or the “**Company**”) (CSE:CC) (Frankfurt: 5RJ WKN:A2QCCU) (ISIN:CA 21871U 10 5) is pleased to announce it has arranged a non-brokered private placement (the “**Offering**”) of 11,111,111 units (each, a “**Unit**”) at a price of \$0.09 per Unit for gross proceeds of \$1,000,000. Each Unit will comprise of one common share (each, a “**Share**”) in the capital of the Company and one non-transferable share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share (each, a “**Warrant Share**”) in the capital of the Company for a period of 24 months from the closing date at an exercise price of \$0.15 per Warrant Share in first year and \$0.25 per Warrant Share in second year.

The Company also announces a non-brokered private placement (the “**Flow-through Offering**”) consisting of Shares, issued on a “flow-through basis” pursuant to the *Income Tax Act* (Canada), at \$0.12 per Share for gross proceeds of \$500,000.

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### **About Core Assets Corp.**

Core Assets Corp. is a Canadian mineral exploration company focused on the acquisition and development of mineral projects in B.C., Canada. The company currently holds the Blue property, which covers a land area of 14,814.86 Ha (148.15 km<sup>2</sup>). The project lies within the Atlin Mining District, which is a well-known gold camp. The Atlin Mining District has been the focus of Core Assets’ exploration efforts since 2018, with increased exploration activities forecasted in the area moving into 2021.

On Behalf of the Board of Directors

**CORE ASSETS CORP.**

"Scott Rose"

Scott Rose

President & CEO

Tel: 604.681.1568

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

### **FORWARD LOOKING STATEMENTS**

*Statements in this document which are not purely historical are forward-looking statements, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Forward looking statements in this news release include that Core Assets will immediately begin drilling following the spring magnetic and radiometric geophysical survey;*

*that the Blue property has all the right ingredients to make a new porphyry discovery in British Columbia and plans to continue field work in early spring; that work on the Laverdier project could potentially lead to a new porphyry style discovery; and that there may be a commercially viable gold or other mineral deposit on our claims. It is important to note that the Company's actual business outcomes and exploration results could differ materially from those in such forward-looking statements. Risks and uncertainties include that further permits may not be granted timely or at all; the mineral claims may prove to be unworthy of further expenditure; there may not be an economic mineral resource; methods we thought would be effective may not prove to be in practice or on our claims; economic, competitive, governmental, environmental and technological factors may affect the Company's operations, markets, products and prices; our specific plans and timing drilling, field work and other plans may change; we may not have access to or be able to develop any minerals because of cost factors, type of terrain, or availability of equipment and technology; and we may also not raise sufficient funds to carry out our plans. Additional risk factors are discussed in the section entitled "Risk Factors" in the Company's Management Discussion and Analysis for its recently completed fiscal period, which is available under Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Except as required by law, we will not update these forward looking statement risk factors.*