

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

March 17, 2021

Item 3 News Release

The news release was disseminated on March 17, 2021 through FCS Wire.

Item 4 Summary of Material Change

The Company announced that it has completed its previously announced non-brokered private placement (the “**Offering**”), pursuant to which it has issued an aggregate of 12,177,767 units (each, a “**Unit**”) at a price of \$0.09 per Unit for gross proceeds of \$1,095,999.00. Each Unit is comprised 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 Offering was oversubscribed by \$95,999.00.

The Company paid cash finder’s fees of \$8,779.00 and issued 91,770 finder’s warrants (each, a “**Finder’s Warrant**”) to certain finders in connection with the Offering. The Finder’s Warrants have the same terms and conditions as the Warrants.

The Company also announces that it has completed its previously announced non-brokered flow-through private placement (the “**Flow-through Offering**”), as described in its News Release of February 23, 2021, pursuant to which it has issued an aggregate of 2,838,334 Shares, issued on a “flow-through basis” pursuant to the *Income Tax Act* (Canada), at a price of \$0.12 per Share for aggregate gross proceeds of \$340,600.00.

The Company paid cash finder’s fees of \$8,064.00 and issued 67,200 Finder’s Warrants to certain finders in connection with the Flow-through Offering.

The aggregate gross proceeds from the sale of 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.

The securities issued under the Offering and the Flow-through Offering, and the shares that may be issuable on exercise of the Warrants and the Finder’s Warrants, are subject to a statutory hold period expiring four months and one day from the date of closing.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the news release filed on SEDAR at www.sedar.com with respect to the matters described above in Item 4.

Pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), the Offering constitutes a “related party transaction” as a related party of the Company participated in the Offering.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

The Company entered into a subscription agreement with Zimtu Capital Corp., controlling shareholder, whereby Zimtu agreed to purchase 1,812,500 Units of the Company at a price of \$0.09 per Unit for proceeds of \$163,125.

The Company entered into a subscription agreement with David Hodge, a director of the Company, whereby Mr. Hodge agreed to purchase 187,500 Units of the Company at a price of \$0.09 per Unit for proceeds of \$16,875.

The Company entered into a subscription agreement with Alicia Milne, a director of the Company, whereby Ms. Milne agreed to purchase 10,000 Units of the Company at a price of \$0.09 per Unit for proceeds of \$900.

The Company entered into a subscription agreement with Jody Bellefleur, an officer of the Company, whereby Ms. Bellefleur agreed to purchase 30,000 Units of the Company at a price of \$0.09 per Unit for proceeds of \$2,700.

(b) the purpose and business reasons for the transaction:

The aggregate gross proceeds from the sale of 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.

(c) the anticipated effect of the transaction on the issuer’s business and affairs:

The aggregate gross proceeds from the sale of 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.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

See item (a).

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Offering on the percentage of securities of the Company beneficially owned or controlled by Zimtu Capital Corp, David Hodge, Alicia Milne and Jody Bellefleur:

Name and Position	Dollar Amount of Units Purchased	Number of Units Purchased	No. of Shares Held prior to Closing of the Offering	Percentage of Issued and Outstanding Shares prior to Closing of the Offering	No. of Shares Held After Closing of the Offering	Percentage of Issued and Outstanding Shares After Closing of the Offering

Name and Position	Dollar Amount of Units Purchased	Number of Units Purchased	No. of Shares Held prior to Closing of the Offering	Percentage of Issued and Outstanding Shares prior to Closing of the Offering	No. of Shares Held After Closing of the Offering	Percentage of Issued and Outstanding Shares After Closing of the Offering
Zimtu Capital Corp. <i>Controlling Shareholder</i>	\$163,125	1,812,500 Units	Undiluted: 6,437,500 ⁽¹⁾ Diluted: 6,437,500 ⁽¹⁾	Undiluted: 28.98% ⁽²⁾ Diluted: 28.98% ⁽²⁾	Undiluted: 8,250,000 ⁽¹⁾ Diluted: 10,062,500 ⁽³⁾	Undiluted: 22.16% ⁽⁴⁾ Diluted: 25.77% ⁽⁵⁾
David Hodge	\$16,875.00	187,500	Undiluted: 2,122,500 Diluted: 2,272,500 ⁽⁶⁾	Undiluted: 9.55% ⁽²⁾ Diluted: 10.16% ⁽⁷⁾	Undiluted: 2,310,000 Diluted: 2,647,500 ⁽⁸⁾	Undiluted: 6.20% ⁽⁴⁾ Diluted: 7.05% ⁽⁹⁾
Jody Bellefleur	\$2,700.00	30,000	Undiluted: 200,000 Diluted: 350,000 ⁽¹⁰⁾	Undiluted: 0.90% ⁽²⁾ Diluted: 1.56% ⁽⁷⁾	Undiluted: 230,000 Diluted: 410,000 ⁽¹¹⁾	Undiluted: 0.62% ⁽⁴⁾ Diluted: 1.10% ⁽¹²⁾
Alicia Milne	\$900.00	10,000	Undiluted: 10,000 ⁽¹³⁾ Diluted: 160,000 ⁽¹⁴⁾	Undiluted: 0.05% ⁽²⁾ Diluted: 0.72% ⁽⁷⁾	Undiluted: 20,000 ⁽¹⁵⁾ Diluted: 180,000 ⁽¹⁶⁾	Undiluted: 0.05% ⁽⁴⁾ Diluted: 0.48% ⁽¹⁷⁾

(1) These Shares are held directly.

(2) Based on 22,216,000 Shares outstanding prior to the completion of the Offering.

(3) Comprised of: (i) 8,250,000 Shares held directly, and (ii) 1,812,500 Warrants held directly, each of which is exercisable into one Share.

(4) Based on 37,232,101 Shares outstanding following the completion of the Offering.

(5) Based on 39,044,601 Shares outstanding on a partially diluted-bases following the completion of the Offering, comprised of: (i) 37,232,101 Shares outstanding following the completion of the Offering, and (ii) 1,812,500 Shares that may be issuable on exercise of Warrants held directly.

(6) Comprised of: (i) 2,122,500 Shares held directly, and (ii) 150,000 Options held directly, each of which is exercisable into one Share at a price of \$0.10 per Share until December 21, 2022.

(7) Based on 22,366,000 Shares outstanding on a partially diluted-bases prior to the completion of the Offering, comprised of: (i) 22,216,000 Shares outstanding following the completion of the Offering, and (ii) 150,000 Shares that may be issuable on exercise of Options held directly.

(8) Comprised of: (i) 2,310,000 Shares held directly, (ii) 150,000 Options held directly, each of which is exercisable into one Share at a price of \$0.10 per Share until December 21, 2022, and (iii) 187,500 Warrants held directly, each of which is exercisable into one Share.

(9) Based on 37,569,601 Shares outstanding on a partially diluted-bases following the completion of the Offering, comprised of: (i) 37,232,101 Shares outstanding following the completion of the Offering, (ii) 150,000 Shares that may be issuable on exercise of Options, and (iii) 187,500 Shares that may be issuable on exercise of Warrants held directly.

(10) Comprised of: (i) 200,000 Shares held directly, and (ii) 150,000 Options held directly, each of which is exercisable into one Share at a price of \$0.10 per Share until December 21, 2022.

(11) Comprised of: (i) 230,000 Shares held directly, (ii) 150,000 Options held directly, each of which is exercisable into one Share at a price of \$0.10 per Share until December 21, 2022, and (iii) 30,000 Warrants held directly, each of which is exercisable into one Share.

(12) Based on 37,412,101 Shares outstanding on a partially diluted-bases following the completion of the Offering, comprised of: (i) 37,232,101 Shares outstanding following the completion of the Offering, (ii) 150,000 Shares that may be issuable on exercise of Options, and (iii) 30,000 Shares that may be issuable on exercise of Warrants held directly.

(13) These Shares are held indirectly through A. Milne Consulting, a private company controlled by Alicia Milne.

(14) Comprised of: (i) 10,000 Shares held indirectly, and (ii) 150,000 Options held directly, each of which is exercisable into one Share at a price of \$0.10 per Share until December 21, 2022.

- ⁽¹⁵⁾ Comprised of: (i) 10,000 Shares held indirectly, and (ii) 10,000 Shares held directly.
- ⁽¹⁶⁾ Comprised of: (i) 10,000 Shares held directly, (ii) 10,000 Shares held indirectly, (iii) 150,000 Options held directly, each of which is exercisable into one Share at a price of \$0.10 per Share until December 21, 2022, and (iv) 10,000 Warrants held directly, each of which is exercisable into one Share.
- ⁽¹⁷⁾ Based on 37,393,101 Shares outstanding on a partially diluted-bases following the completion of the Offering, comprised of: (i) 37,232,101 Shares outstanding following the completion of the Offering, (ii) 150,000 Shares that may be issuable on exercise of Options, and (iii) 10,000 Shares that may be issuable on exercise of Warrants held directly.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on March 17, 2021 which approved the Offering, with each of David Hodge and Alicia Milne abstaining from voting. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

See item (a).

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Offering is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a) of MI 61-101, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Offering, insofar as it involves interested parties, exceeds 25% of the Company's market capitalization.

The Company did not file a material change report 21 days prior to closing of the Financing as the Company was not aware of all details of the insider participation in the Financing until just before closing.

See attached new release with respect to the matter described above.

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

Contact: Scott Rose, President & CEO
Telephone: 604.681.1568

Item 9 Date of Report

March 26, 2021