

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

Item 1. Name and Address of Company

Temas Resources Corp. (the “Company”)
2912 West Broadway Street, Unit 309
Vancouver, BC
V6K 0E9

Item 2. Date of Material Change

November 29, 2023

Item 3. News Release

A news release was disseminated on November 29, 2023 through Stockwatch and subsequently filed on SEDAR and with the CSE.

Item 4. Summary of Material Change

The Company announce that the Company has appointed Tim Fernback as a director and CEO effective immediately. Kyler Hardy will assume the role of Executive Chairman and will continue to play an active role alongside Mr. Fernback and the rest of the board in advancing the Company and its La Blache Titanium Dioxide Project.

Item 5.1 Full Description of Material Change

See attached news release dated November 29, 2023.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No information has been intentionally omitted from this material change report.

Item 8. Executive Officer

Samuel “Kyler” Hardy, Director
604.428.9480

Item 9. Date of Report

December 17, 2023



TEMAS RESOURCES ANNOUNCES APPOINTMENT OF NEW CEO AND BOARD MEMBER

Vancouver, British Columbia - (November 29, 2023) – **Temas Resources Corp.** (CSE: TMAS; OTCQB: TMAF) (“**Temas**” or the “**Company**”) is pleased to announce that the Company has appointed Tim Fernback as a director and CEO effective immediately. Kyler Hardy will assume the role of Executive Chairman and will continue to play an active role alongside Mr. Fernback and the rest of the board in advancing the Company and its La Blache Titanium Dioxide Project.

Mr. Fernback has over 25 years of experience in the venture capital and investment banking industries. He is the former Regional Director of the CFO Centre Limited, responsible for all operations in Western Canada. The CFO Centre is the world’s leading provider of part-time Chief Financial Officers for mid-tier and hyper-growth businesses with over 350 active CFOs worldwide. Mr. Fernback holds an Honours B.Sc. from McMaster University and holds an MBA with a concentration in Finance from the University of British Columbia. Mr. Fernback holds a Certified Professional Accounting (CPA) designation in Canada and is a current and former director and senior executive of several publicly traded companies in both Canada and the USA. He currently serves on the board of Koryx Copper Resources Inc. (Namibian copper explorer), Apogee Minerals Ltd. (Canadian gold explorer), Grid Battery Metals Inc. (US lithium explorer) and Fuse Battery Metals Inc. (US lithium and Canadian cobalt explorer).

Kyler Hardy, Director and Executive Chairman of Temas, stated: “I am excited to welcome Tim to the board and management team. His experience in the resource sector and capital markets will be a major asset to the Company moving forward. Having worked with Tim on previous deals, his abilities and management style are well known to me and will complement the existing team.”

The Company also announces the grant of 401,500 options to Mr. Fernback with 25% vesting on grant and the balance vesting in equal portions every 6months thereafter. The options have a strike price of \$0.20 and a term of 48 months.

About Temas Resources

Temas Resources Corp. (CSE: TMAS) (OTCQB: TMAF) is focused on the advanced La Blache and Lac Brule Iron-Titanium-Vanadium projects in Quebec. The critical metals the Company is exploring for are key to our national mineral independence. Additionally, the Company invests in and works to apply its green mineral recovery technologies across its mining portfolio to reduce the environmental impact and carbon footprint of metal extraction through advanced processing and patented leaching technologies.

All public filings for the Company can be found on the SEDAR+ website www.sedarplus.ca. For more information about the Company, please visit www.temasresources.com.



For further information or investor relations inquiries:

Samuel “Kyler” Hardy
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Cautionary Statements

Neither the Canadian Securities Exchange nor the Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release includes certain “Forward-Looking Statements” within the meaning of applicable securities laws. When used in this news release, the words “anticipate”, “believe”, “estimate”, “expect”, “target”, “plan”, “forecast”, “may”, “would”, “could”, “schedule” and similar words or expressions, identify forward-looking statements or information. These forward-looking statements or information relate to, among other things: the exploration, development, and production at the Company’s mineral projects.

Forward-looking statements and forward-looking information relating to any future mineral production, liquidity, enhanced value and capital markets profile of the Company, future growth potential for the Company and its business, and future exploration plans are based on management’s reasonable assumptions, estimates, expectations, analyses and opinions, which are based on management’s experience and perception of trends, current conditions and expected developments, and other factors that management believes are relevant and reasonable in the circumstances, but which may prove to be incorrect. Assumptions have been made regarding, among other things, the price of metals; no escalation in the severity of public health pandemics; costs of exploration and development; the estimated costs of development of exploration projects; the Company’s ability to operate in a safe and effective manner.

These statements reflect the Company’s respective current views with respect to future events and are necessarily based upon a number of other assumptions and estimates that, while considered reasonable by management, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements or forward-looking information and the Company has made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: precious metals price volatility; risks associated with the conduct of the Company’s mining activities; regulatory, consent or permitting delays; risks relating to reliance on the Company’s management team and outside contractors; the Company’s inability to obtain insurance to cover all risks, on a commercially reasonable basis or at all; currency fluctuations; risks regarding the failure to generate sufficient cash flow from operations; risks relating to project financing and equity issuances; risks and unknowns inherent in all mining projects; contests over title to properties, particularly title to undeveloped properties; laws and regulations governing the environment, health and safety; the ability of the communities in which the Company operates to manage and cope with the implications of public health crises; the economic and financial implications of public health crises to the Company; operating or technical difficulties in connection with mining or development activities; employee relations, labour unrest or unavailability; the Company’s interactions with surrounding communities; the speculative nature of exploration and development; stock market volatility; conflicts of



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interest among certain directors and officers; lack of liquidity for shareholders of the Company; litigation risk; and the factors identified in the Company's public disclosure documents. Readers are cautioned against attributing undue certainty to forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or forward-looking information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements or information, other than as required by applicable law.