

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

**Item 1            Name and Address of Company**

79 Resources Ltd. (the “**Company**”)  
Suite 1240 - 789 W. Pender Street  
Vancouver, British Columbia  
V6C 1H2

**Item 2            Date of Material Change**

October 20, 2021

**Item 3            News Release**

News releases with respect to the material change referred to in this report were each disseminated by the Company on June 17, 2021 and October 20, 2021 through Accesswire and subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

On June 17, 2021, the Company announced that it had entered into a definitive share purchase agreement with Buck Gold Inc. (“**Buck Gold**”) and the sole shareholder of Buck Gold (the “**Buck Gold Shareholder**”), pursuant to which the Company will acquire all of the issued and outstanding shares of a Buck Gold (the “**Transaction**”) in exchange for the Consideration Shares and Finders Fee Shares, as further detailed below. The Transaction constitutes a Fundamental Change of the Company in accordance with the policies of the Canadian Securities Exchange (the “**CSE**”), and the Company announced the Transaction closed on October 20, 2021.

**Item 5            Full Description of Material Change**

On June 17, 2021, the Company announced that it had entered into a definitive share purchase agreement (the “**SPA**”) with Buck Gold Inc. and the Buck Gold Shareholder, pursuant to which the Company will acquire all of the issued and outstanding shares of Buck Gold in exchange for the Company issuing the Buck Gold Shareholder 80,000,000 common shares in the capital of the Company (the “**Consideration Shares**”) and issuing 2,000,000 common shares in the capital of the Company to an arms-length party as a finders fee (the “**Finders Fee Shares**”). The Consideration Shares are subject to customary escrow provisions as directed by policies of the CSE and pursuant to an escrow agreement substantially in the form attached as an Appendix to NP 46-201, which provides that the Consideration Shares are to be released in stages over a period of 36 months.

Following completion of the Transaction, Buck Gold is now a wholly-owned subsidiary of the Company, holding a 100% interest in 78 mineral claims covering an area of 119,985.51 hectares located near the town of Houston, British Columbia (the “**Five Point Property**”), subject to a 2% gross sales royalty granted to and reserved for the Buck Gold Shareholder.

The Transaction constituted a Fundamental Change of the Company in accordance with the policies of the CSE. The Company is listed on the CSE as a mining issuer and will principally focus on the exploration and development of the Five Point Property. The resulting issuer existing on completion of the Transaction (the “**Resulting Issuer**”) is continuing to operate under the name 79 Resources Ltd.

The Transaction is an arm's length transaction. After closing of the Transaction, (the "**Closing**"), the pre-Transaction shareholders of the Company hold approximately 19.6% of the common shares of the Resulting Issuer and the Buck Gold Shareholder holds approximately 80.4% of the common shares of the Resulting Issuer. Interested parties seeking additional information on the Transaction may refer to the Form 2A – Listing Statement available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Terms of the Transaction**

Pursuant to the SPA, the Company acquired all the issued and outstanding shares of Buck Gold from the Buck Gold Shareholder for the Consideration Shares. The Buck Gold Shareholder retains a 2% gross sales royalty on the Five Point Property. The Company has also issued the Finders Fee Shares to an arms-length party.

### **Description of the Properties**

Buck Gold holds a 100% interest in the Five Point Property and prepared a corresponding technical report. The Five Point Property is the sole material property of the Resulting Issuer. The technical report is filed on the Company's SEDAR profile.

### **Conditions of Closing**

Completion of the Transaction was subject to certain conditions, including but not limited to: (a) the receipt of all necessary approvals of the boards of directors of the Company and Buck Gold; (b) the receipt of approval of the shareholders of the Company and Buck Gold in accordance with applicable laws, including the rules of the CSE; and (c) the receipt of all required consents and approvals, including without limitation, approval of the Transaction by the CSE. The SPA could have been terminated by either party if (a) they mutually agreed; or (b) the CSE had not approved the Transaction by December 12, 2021.

### **Board of Directors and Management**

Following completion of the Transaction, the present board of directors will remain in place. The Company will consider such further changes as may make sense for the business of the Company going forward.

#### **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**

For further information contact Steven Feldman, Chief Executive Officer at (604) 683-3995.

#### **Item 9 Date of Report**

DATED as of this 20<sup>th</sup> day of October, 2021.

### Forward-looking Statements

*This material change report contains certain forward-looking statements, including statements about the Company's completion of the Transaction as well as its future plans and intentions. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.*

*Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. Such factors include, among other things: risks and uncertainties relating to the Transaction; and other risks and uncertainties. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this material change report are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this material change report, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.*