

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### 1. Name and Address of Company

79 Resources Ltd. (the “Corporation”)  
#1890 – 1075 West Georgia Street  
Vancouver, BC V6E 3C9

#### 2. Date of Material Change

April 30, 2024

#### 3. News Release

News release (as dated and released by the Issuer on April 30, 2024) was filed on SEDAR+, disseminated through the facilities of The Newswire and posted to the Issuer’s disclosure hall with the CSE.

#### 4. Summary of Material Change

The Corporation closed a non-brokered common share unit financing (the “Unit Financing”) consisting of one million eight hundred thousand common share units (the “Units”) issued at a price of \$0.05 per Unit.

#### 5.1 Full Description of Material Change

On April 30, 2024, the Corporation closed the Unit Financing, each Unit consisted of one common share of the Corporation (a “Unit Share”) and one common share purchase warrant (a “Warrant”) that entitles the holder of a Warrant, upon further payment to the Corporation, to acquire one additional common share of the Corporation (a “Warrant Share”) at an exercise price of \$0.05 per Warrant Share on any date prior to the date which is 60 months following the closing date of the Unit Financing.

The Units issued under the Unit Financing remain subject to final regulatory approval and shall be subject to a four-month and a day hold period pursuant to applicable securities laws of Canada. There were no finder’s fees paid by the Corporation in the Unit Financing. The Issuer intends to use the closing proceeds of the Unit Financing for general working capital purposes.

One insider of the Corporation participated in the Unit Financing for an aggregate total of \$90,000 in Units. The participation by such insider is considered a “related-party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Corporation has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in 5.5(b) and 5.7(1)(b), respectively, of MI 61-101, as no securities of the Corporation are listed or quoted on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and neither the fair market value of the Units to be acquired by the participating insider nor the consideration to be paid by such insider exceeds \$2,500,000. The Corporation did not file a material change report more than 21 days before the expected closing of the Unit Financing as the details of the participation therein by related parties of the Corporation were not settled until shortly prior to closing of the Unit Financing and the Corporation wished to close on an expedited basis for sound business reasons.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**7. Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

**8. Executive Officer**

Contact: Nicholas Koo, Chief Financial Officer  
Telephone: 604-687-2038

**9. Date of Report**

May 1, 2024