

**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**

July 10, 2024

**3. News Release**

News release (as dated and released by the Issuer on July 10, 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 2,000,000 units (the "Units") at a price of \$0.07 per Unit.

**5.1 Full Description of Material Change**

On July 10, 2024, the Corporation closed the Unit Financing, each Unit consisted of one common share of the Corporation (a "Unit Share") and one non-transferable common share purchase warrant (a "Warrant") that entitles the Warrant holder, upon further payment to the Corporation, to acquire one additional common share of the Corporation (a "Warrant Share") at an exercise price of \$0.10 per Warrant Share on any date prior to the date which is 24 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 bound by a four-month and one-day hold period pursuant to applicable securities laws of Canada. Proceeds from the Unit Financing will be used for working capital purposes. There were no finder's fees paid by the Corporation in the Unit Financing.

**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**

July 10, 2024