

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Mansa Exploration Inc. (the “**Company**”)
Suite 401 – 217 Queen Street West
Toronto, ON M5V 0R2

Item 2. Date of Material Change

July 7, 2021.

Item 3. News Release

News Release dated June 7, 2021 was disseminated via Stockwatch and filed on SEDAR on June 7, 2021.

Item 4. Summary of Material Change

The Company completed its previously announced three-cornered amalgamation (the “**Amalgamation**”) pursuant to an amalgamation agreement (the “**Amalgamation Agreement**”) dated May 31, 2021, as amended, among the Company, 1303889 B.C. Ltd., a wholly-owned subsidiary of the Company (“**Subco**”), and Wheeler Resources Inc. (“**Wheeler**”). The Company acquired 100% of the issued and outstanding common shares in the capital of Wheeler (the “**Wheeler Shares**”) and issued an aggregate of 10,795,001 common shares in the capital of the Company (the “**Payment Shares**”) to the holders of the Wheeler Shares (the “**Wheeler Shareholders**”) as consideration for the Wheeler Shares.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company completed its previously announced Amalgamation pursuant to the Amalgamation Agreement, whereby Subco and Wheeler amalgamated to form one corporation under the name “Wheeler Resources Inc.” (“**Amalco**”) under the provisions of the *Business Corporations Act* (British Columbia). As a result of the Amalgamation, Amalco is a wholly-owned subsidiary of the Company. The property of each of Wheeler and Subco continue to be the property of Amalco, including Wheeler’s 100% interest in 790 mineral claims covering 19,750 hectares located in southwestern Newfoundland and Labrador.

The Wheeler Shareholders each received one (1) Payment Share for each one (1) Wheeler Share acquired by the Company. An aggregate of 10,795,001 Payment Shares were issued to the Wheeler Shareholders at a deemed price of \$0.15 per Payment Share, for an aggregate deemed total of \$1,619,250.15, as consideration for the Wheeler Shares.

300,000 Payment Shares are subject to a hold back administered by the Company and to be released on meeting certain conditions related to recording the transfer of a mineral license in the applicable mineral registry. No finder's fees were paid in connection with the Amalgamation.

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

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Robert Bresee, President and Chief Executive Officer
Tel: 705-235-4404

Item 9. Date of Report

DATED at Toronto, this 9th day of July, 2021.