

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Archer Exploration Corp. (the "Company")  
353 Water Street, Suite 401  
Vancouver, BC V6B 1B8 Canada

**Item 2. Date of Material Change**

October 23, 2023

**Item 3. News Release**

The news release was issued October 23, 2023 and was disseminated by Newsfile and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced a non-brokered private placement of securities to raise total gross proceeds up to C\$1,500,000 (the "Offering"). The Offering will be comprised of: (i) Quebec charity flow-through units (the "CFT Units") to be sold at a price of \$0.155 per CFT Unit; (ii) flow-through units (the "FT Units") to be sold at a price of \$0.09 per FT Unit; and (iii) non-flow-through units (the "NFT Units") to be sold at a price of \$0.08 per NFT Unit.

Each NFT Unit will be comprised of one common share in the capital of the Company (a "Common Share") and one non-transferable Common Share purchase warrant (a "Warrant"). Each CFT Unit and FT Unit will be comprised of one Common Share that will qualify as a "flow-through share" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one Warrant. The Warrants for all units will be subject to the same terms, with each Warrant entitling the holder thereof to purchase one Common Share (a "Warrant Share") for a period of three (3) years from the date of issuance at an exercise price of \$0.16 per Warrant Share.

**Item 5. Full Description of Material Change**

See attached News Release dated October 23, 2023.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

For more information, please contact:

Tom Meyer  
President and Chief Executive Officer

Tel: 1 866 899 7247  
Email: tom@archerexploration.com

**Item 9.**

**Date of Report**

October 26, 2023



## Archer Exploration Announces Non-Brokered Private Placement

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

**VANCOUVER, BC, October 23, 2023 – Archer Exploration Corp.** (CSE: **RCHR**) (OTCQB: **RCHRF**) (FSE: **6YR0**) (the “**Company**” or “**Archer**”) is pleased to announce a non-brokered private placement of securities to raise total gross proceeds up to C\$1,500,000 (the “**Offering**”).

The Offering will be comprised of: (i) Quebec charity flow-through units (the “**CFT Units**”) to be sold at a price of \$0.155 per CFT Unit; (ii) flow-through units (the “**FT Units**”) to be sold at a price of \$0.09 per FT Unit; and (iii) non-flow-through units (the “**NFT Units**”) to be sold at a price of \$0.08 per NFT Unit.

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The gross proceeds from the sale of CFT Units and FT Units will be used by the Company to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as such terms are defined in the Tax Act (the “**Qualifying Expenditures**”). The proceeds from the sale of CFT Units will be used to incur Qualifying Expenditures on the Company’s flagship Grasset Nickel Project in Quebec, Canada, and all proceeds from the sale of FT Units will be used to incur Qualifying Expenditures on the Company’s nickel exploration assets located in the Sudbury Basin of Ontario, Canada. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units and CFT Units effective December 31, 2023 and incurred on or before December 31, 2024. The net proceeds from the sale of NFT Units will be used for general working capital purposes.

The Offering is expected to close on or about November 30, 2023 (the “**Closing Date**”). The Company may pay finders’ fees comprised of cash and non-transferable warrants in connection with the Offering, subject to compliance with the policies of the Canadian Securities Exchange. All securities issued and sold under the Offering will be subject to a hold period expiring four months and one day from the Closing Date.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities to, or for the account or benefit of, persons in the United States or U.S. persons. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws and may not be offered or sold to, or for the account or benefit of, persons in the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## About Archer

Archer Exploration is a Canadian Ni-Cu-Co-PGE focused exploration and development company with an extensive portfolio of assets in Quebec and Ontario, Canada. The Company's flagship asset is the Grasset Project, located within the Abitibi Greenstone Belt, with an Indicated Resource of 5.5 Mt @ 1.53% NiEq. In addition, the Company holds a portfolio of 37 properties and over 300 km<sup>2</sup> in the world-class mining district of Sudbury, Ontario.

The Company's growth strategy is focused on the exploration and development of its nickel sulphide properties within its portfolio. Archer's vision is to be a responsible nickel sulphide developer in stable pro-mining jurisdictions. Archer is committed to socially responsible exploration and development, working safely, ethically, and with integrity. For more information, please visit [www.archerexploration.com](http://www.archerexploration.com).

## Tom Meyer

President & Chief Executive Officer

Tel: +1 866 899 7247 (RCHR)

Email: [tom@archerexploration.com](mailto:tom@archerexploration.com)

## Cautionary Note Regarding Forward-Looking Statements

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

*This press release contains "forward-looking information" within the meaning of applicable Canadian securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "believes", "anticipates", "expects", "is expected", "scheduled", "estimates", "pending", "intends", "plans", "forecasts", "targets", or "hopes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "will", "should" "might", "will be taken", or "occur" and similar expressions) are not statements of historical fact and may be forward-looking statements. Forward-looking information herein includes, but is not limited to, statements that address activities, events or developments that Archer expects or anticipates will or may occur in the future including the closing date of the Offering, proposed use of proceeds of the Offering and the tax treatment of the CFT Units and FT Units.*

*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 the COVID-19 pandemic; 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: the future tax treatment of the Charity FT Units, competitive risks and the availability of financing; 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 COVID-19; the economic and financial implications of COVID-19 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 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.*