

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

ITEM 1 Name and Address of Company:

Resource Centrix Holdings Inc.
406-2211 Wall Street
Vancouver, BC
V5L 1G4

ITEM 2 Date of Material Change:

May 15, 2024.

ITEM 3 News Release:

News Release dated May 15, 2024, was disseminated by Stockwatch and Market News on May 15, 2024, and a copy of the Material Change Report will be filed with the Ontario and British Columbia Securities Commissions via SEDAR+ and posted on the CSE Website on May 15, 2024.

ITEM 4 & 5 Summary and Full Description of Material Change:

See attached News Release dated May 15, 2024.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Subsection 7.1(2) or (3) is not being relied upon.

ITEM 7 Omitted Information:

No Information has been omitted on the basis that it is confidential.

ITEM 8 Executive Officer:

Mr. Ron Ozols, CEO
Telephone: (416) 904-1478

ITEM 9 Date of Report

May 15, 2024.

/s/Ron Ozols
RON OZOLS
CEO



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FOR IMMEDIATE RELEASE

Resource Centrix Announces Non-Brokered Private Placement

May 15, 2024 - Vancouver, B.C. - Resource Centrix Holdings Inc. (CSE: RECE) (“**Resource Centrix**” or the “**Company**”), announces that it has closed its non-brokered private placement financing (the “**Financing**”) consisting of the issuance of 200,000 common shares in the capital of the Company at a price of \$2.00 per share for gross aggregate proceeds of \$400,000.

The proceeds of the Financing will be used for general working capital purposes.

Finder’s fees of \$25,000 were paid in connection with the Financing.

The common shares issued in connection with the Financing are subject to a statutory hold period expiring on September 16, 2024.

None of the securities issued in connection with the Financing will be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

For further information please contact:

Ron Ozols, CEO & Director or Derrick Gaon, CFO & Director

E-mail: resourcecentrix@gmail.com

Phone: (416) 904 - 1478

Notice Regarding Forward-Looking Statements

This news release contains "forward-looking statements," Statements in this press release which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to, statements regarding the use of proceeds from the private placement.

Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the inherent uncertainties associated with mineral exploration and difficulties associated with obtaining financing on acceptable terms. We are not in control of metals prices and these could vary to make development uneconomic. These forward-looking statements are made as of the date of this news release, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Although we believe that the beliefs, plans, expectations and intentions contained in this press release are reasonable, there can be no assurance that such beliefs, plans, expectations or intentions will prove to be accurate.