

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

ITEM 1 Name and Address of Company:

Resource Centrix Holdings Inc.
c/o #409-22 Leader Lane
Toronto, ON
M5E 0B2

ITEM 2 Date of Material Change:

September 13, 2024.

ITEM 3 News Release:

News Release dated September 13, 2024, was disseminated by Stockwatch September 13, 2024 and a copy of the Material Change Report will be filed with the British Columbia and Ontario Securities Commissions on September 17, 2024, by SEDAR PLUS.

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

See attached News Release dated September 13, 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. Derrick Gaon, CFO
Telephone: (416) 904-1478

ITEM 9 Date of Report

September 17, 2024.

/s/Derrick Gaon
DERRICK GAON
CEO



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Resource Centrix amends option, adds concession claims

2024-09-13 18:27 ET - News Release

Mr. Ron Ozols reports

RESOURCE CENTRIX ANNOUNCES SIGNING OF AMENDMENT TO OPTION AGREEMENT

Resource Centrix Holdings Inc. has negotiated concessions for the addition of three sizable claims, making the total land area under option to be 9,623.84 hectares from the original 3,409.04 hectares when it first listed.

In addition, the company was also successful in negotiating an extension to the option term on the following items:

- To a new total of six years from the original term of four years;
- A reduction of the company to earn an interest in 70 per cent of the mineral claims from the original 100 per cent;
- A reduction in the option payments due on the third and fourth year anniversary dates, and negotiated the fifth and sixth years as extensions to the original option agreement as per the attached table.

Resource Centrix Holdings Inc	
Symbol	RECE
Shares Issued	9,219,851
Close 2024-06-05	C\$ 2.40
Market Cap	C\$ 22,127,642
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Date	Payment of cash or cash and shares (the cash-equivalent in shares to be solely determined by the Optionor)	Minimum Payment for Expenditures Incurred*
Within 90 days of the Effective Date	\$50,000 (paid October 27, 2022)	\$40,000 (expenditure met)
On or before first April 30, 2023 for the \$50,000 Payment of cash or cash and shares; and On or before June 30, 2023 for the \$60,000 Minimum Payment for Expenditures Incurred.	\$50,000 (paid April 18, 2023)	\$60,000 (expenditure met)
On or before May 29, 2024 for \$115,000 Payment of cash or cash and shares (previously \$100,000); and the \$80,000 by August 30, 2024	\$115,000 (paid by May 29, 2024)	\$80,000 (due by August 30, 2024 - expenditure met)

Date	Payment of cash or cash and shares (the cash-equivalent in shares to be solely determined by the Optionor)	Minimum Payment for Expenditures Incurred*
June 27, 2024	\$15,000 (paid on July 5, 2024 to expand the claims by an additional 54% in area (additional 1844.3019 hectares from original 2 claims of 3409.0387 hectares))	SNIL
On or before third anniversary of Effective Date	\$200,000 (reduced from \$300,000)	\$250,000 (same as in original agreement)
On or before fourth anniversary of Effective Date	\$300,000 (reduced from \$500,000)	\$1,000,000 (same as in original agreement)
On or before fifth anniversary of Effective Date	\$300,000 (new as of June 27, 2024 in conjunction with additional claim included as part of the Sylvest property option)	\$2,000,000 (new as of June 27, 2024 in conjunction with additional claim included as part of the Sylvest property option)
On or before sixth anniversary of Effective Date	\$2,000,000 (new as of June 27, 2024 in conjunction with additional claim included as part of the Sylvest property option)	\$3,000,000 (new as of June 27, 2024 in conjunction with additional claim included as part of the Sylvest property option)
TOTAL:	\$3,030,000	\$6,430,000

A material change report will be filed on SEDAR+ with reference to this news release.

We seek Safe Harbor.

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