

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

Item 1 Name and Address of Company

Nordique Resources Corp. (the “**Company**” or “**Nordique**”)
1000 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

October 31, 2024

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated via Stockwatch on October 31, 2024, and subsequently filed on the Company’s SEDAR+ profile.

Item 4 Summary of Material Change

On October 31, 2024, the Company announced that it has closed its non-brokered private placement (the “Offering”). The Offering consisted of the issuance of 2,500,000 units of the Company (the “Units”) at a price of \$0.05 per Unit, for gross proceeds of \$125,000. Each Unit consists of one common share (“Share”) of the Company and one common share purchase warrant (“Warrant”). Each Warrant will entitle the holder, on exercise, to purchase one Share for a period of five years following the closing date of the Offering at the exercise price of \$0.06 per Share.

Item 5 Full Description of Material Change

See attached news release for full description of Material Change.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

Geoff Balderson, Chief Executive Officer and Director
Telephone: (236) 521-0626
gb@harmonyca.ca

Item 9 Date of Report

October 31, 2024

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DISSEMINATION IN THE UNITED STATES*

NORDIQUE RESOURCES INC.

1000 – 409 Granville Street
Vancouver, BC V6C 1T2

NORDIQUE CLOSSES NON-BROKERED PRIVATE PLACEMENT AND GRANTS RSUS

VANCOUVER, CANADA, October 31, 2024 – Nordique Resources Inc. ("**Nordique**" or the "**Company**") (CSE: NORD) is pleased to announce that it has closed its previously announced non-brokered private placement (the "**Private Placement**") through the issuance of 2,500,000 units (the "**Units**") of the Company at a price of \$0.05 per Unit for gross proceeds of \$125,000. Each Unit consists of one (1) common share (a "**Share**") and one (1) transferable Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of five (5) years from issuance at a price of \$0.06.

The Company intends to utilize the net proceeds from the Private Placement for exploration expenditures and general working capital.

The Company did not pay any finder's fees in connection with the Private Placement.

All securities issued pursuant to the Private Placement are subject to a statutory hold period of four (4) months and one (1) day, expiring March 1, 2025.

In addition, the Company has granted 500,000 restricted share units (the "**RSUs**") to a director of the Company, pursuant to the Company's equity incentive plan. The RSUs will vest and convert into common shares after four (4) months and are subject to a four (4) month and one (1) day hold period, expiring on March 1, 2025. The grant of RSUs was considered a related party transaction under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), but was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, given neither the fair market value of the securities issued nor the consideration provided therefor exceeded 25% of the Company's market capitalization.

The securities issued pursuant to the Private Placement have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About the Company

Nordique Resources Inc. is a Lithium and Gold exploration issuer based in Vancouver, B.C. The Company owns a 100% interest in the Quebec-Li properties in northern Quebec. The Company also owns 100% of the Albany Forks Rare Earth Elements (REE) property in northern Ontario.

For more information, investors should review the Company's filings that are available at <https://www.sedarplus.ca>.

Contact Information

Geoff Balderson

CEO and Director
Telephone: (236)-521-0626

Forward-Looking Statements

This news release may contain certain forward-looking statements and forward looking information (collectively, "**Forward-Looking Statements**") within the meaning of the applicable Canadian and U.S. securities laws, including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein including, without limitation, statements with respect to the anticipated use of the proceeds from the Private Placement, are forward-looking statements. When or if used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and similar words or expressions identify forward-looking statements or information. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause 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. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.