

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

LIVE ENERGY MINERALS CORP. (Formerly Gold Tree Resources Ltd.) (the “**Company**”)
Suite 810 - 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

October 5, 2023

Item 3 News Release

The news release was disseminated on October 5, 2023 through the facilities of Newsfile Corp. and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the closing of a debt settlement transaction; the resignation of Gerald Kelly as a director of the Company; and an early warning disclosure.

Item 5. Full Description of Material Change

On October 5, 2023, the Company announced that it has closed the debt settlement previously announced on [September 19, 2023](#), by the issuance of common shares of the Company (the “**Debt Settlement**”).

The Company entered into a debt settlement agreement dated September 19, 2023 with Divitiae Resources Ltd. (“**Divitiae**”), to settle \$140,000 in debt owed pursuant to the option agreement dated September 10, 2019, to acquire the SkyGold Property. The Company issued 200,000 common shares (“**Shares**”) at a deemed price of \$0.70 per Share to Divitiae. Divitiae is a private company controlled by Adrian Smith, the CEO and a Director of the Company.

The Debt Settlement transaction is a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the transaction does not exceed 25% of the market capitalization of LIVE, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the Debt Settlement as the details of the participation therein by related parties of the Company were not settled until shortly prior to closing of the Debt Settlement and the Company wished to close on an expedited basis for sound business reasons.

The Shares are subject to a statutory hold period which will expire on January 29, 2024.

The Company also announces that Gerald Kelly has resigned from the Board of Directors effective September 17, 2023. The Company wishes Gerald all the best in his future endeavors.

Early Warning Disclosure

Divitiae acquired 200,000 common shares (the “**Settlement Shares**”) pursuant to the Debt Settlement. Prior to the issuance of the Settlement Shares under the Debt Settlement, Divitiae owned 2,776,001 Common Shares of the Company representing 16.31% of the then issued and outstanding Common Shares of the Company. After the issuance of the Settlement Shares, Divitiae now holds 2,976,001 Common Shares of the Company representing 16.33% of the issued and outstanding Common Shares of the Company. Under the terms of a mineral property option agreement, Divitiae will receive an additional 1,300,000 Shares on or before October 10, 2023. Divitiae may acquire or dispose of securities of the Company in the future through, among other means, the purchase or sale of Common Shares on the open market, or in private transactions or otherwise, on such terms and at such times as Divitiae may deem advisable. A copy of the early warning report being filed by Divitiae may be obtained by contacting the Company at 604-687-2038

All securities issued will be subject to a statutory hold period which will expire on the date that is four months and one day from the date of issuance.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6 Omitted Information

Not applicable.

Item 7 Executive Officer

Adrian Smith, CEO
Business Telephone: (604) 687-2038

Item 9 Date of Report

October 6, 2023.