

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Hi-View Resources Inc. (“**Hi-View**” or the “**Company**”)
Suite 170-422 Richards Street
Vancouver, BC V6B 2Z4

Item 2. Date of Material Change

July 5, 2023

Item 3. News Release

News Release dated July 5, 2023 was disseminated via Odyssey Trust Company and filed on SEDAR on July 5, 2023.

Item 4. Summary of Material Change

The Company announced that it has received and reviewed a detailed data compilation from APEX Geoscience Ltd. (“APEX”) detailing historical work completed on its Toodoggone district “Golden Stranger” and “Lawyer Group”.

In addition, the Company announced it has cancelled the previous proposed private placement announced May 17, 2023 and the Company is launching a new non-brokered private placement.

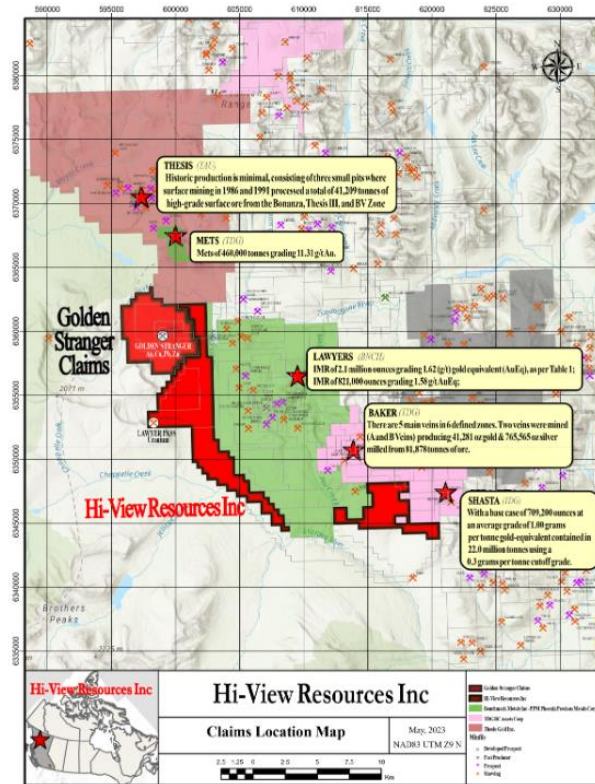
Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On July 5, 2023, the Company announced that it has received and reviewed a detailed data compilation from APEX Geoscience Ltd. (“APEX”) detailing historical work completed on its Toodoggone district “Golden Stranger” and “Lawyer Group” Projects that are contiguous to Benchmark Metals Inc. “Lawyers” Project and Thesis Gold Inc. “Ranch” Project. Both Benchmark Metals and Thesis Gold have recently announced an agreement to merge into one of the largest precious metals development and exploration companies in the district, totaling 32,400 hectares of consolidated and contiguous land hosting multi million ounces of gold discoveries. Hi-View’s APEX historical data compilation includes a phase 1 work recommendation to be completed prior to the planned upcoming fully permitted drill program.

This recently announced merger of Hi-View’s neighboring companies has the potential to enhance Benchmark’s current 3.14 million ounces (oz) of gold equivalent (AuEq) measured and indicated (M&I) mineral resources and 415,000 oz AuEq inferred mineral resources¹ at Lawyers with high-grade, near-surface mineralization at Thesis Gold’s Ranch Project.

Figure 1. Toodoggone Claims Map of Hi-View Resources, Benchmark Metals and Thesis Gold



Hi-View Resources has a highly prospective land package of 9,139.57 hectares contiguous to both companies land holdings with multiple high priority targets and historical drilling having been conducted on less than 1% of the property and returning up to 11.55g/t Au over 10 meters core length at the Golden Stranger target area².

Howard Milne, CEO of Hi-View, commented “APEX Geoscience has extensive experience in the Toodoggone District of British Columbia, and we are excited to have designed a work program based on their recommendations. This exploration program will give us an opportunity to generate more high priority targets prior to the planned upcoming drill program on our highly prospective project portfolio, surrounded by Benchmark Metal’s which is now the largest undeveloped gold resource in the district.”

Summary of Historical Work:

Historical Drilling

- 29 diamond drill holes on Golden Stranger prospect during 1987 and 1988².
- Significant intersections:
 - DH87-GS008: 4.286 ppm Au over 9.4 m core length including 20.5 ppm Au and 20.92 ppm Ag from 24.4-25.6 m
 - DH88-GS019: 11.54 ppm Au and 11.637 ppm Ag from 121.04-124.09 m
 - D88-GS025: 6.693 ppm Au over 7.6 m core length including 14.4 ppm Au and 14.54 ppm Ag from 79.88-81.4 m and 11.314 ppm Au and 11.51 ppm Ag from 81.40-82.93 m
 - DH87-GS015: 1.56 ppm Au over 21.6 m core length including 4.217 ppm Au from 23.8-25.6 m and 4.11 ppm Au from 39.9-41.8 m

Historical Sampling

- 3 Minfile occurrences located on Property:
 - Golden Stranger - Au bearing breccia-quartz, vein-shear system- trenching, drilling
 - New Law – grab sample 28.7 g/t Ag, 0.029 % Cu from zone of silicification and quartz veinlets
 - Lawyers Pass
- Very limited on-Property sampling has been completed.

Geophysics

- Airborne magnetics survey flown at 100 m line spacing.
- Golden Stranger claims not covered.

Summary of Findings:

Golden Stranger

- Mineralization in core and on surface consistent with other regional mineralized trends. Limited historical data apart from drilling.

Lawyers East (South Block)

- Strong magnetic anomalies consistent with other regional mineralized trends.
 - Intersecting structures offer potential for concentration of mineralization.
- Historical soils just off-Property along geophysical trends returned good Au values.

Geology:

Golden Stranger

- Geology in the highland western edge is non favourable Sustut Sediments. Most of the work should focus on the Hazelton Volcanics in the plateau/valley settings and would include targeting Lawyers and Ranch style low to high sulphidation epithermal mineralization.
- For the original Golden Stranger block it is recommended to conduct either airborne or ground mag/VLF electromagnetics.
- Near to the Black Lake intrusive suite to the south, the targets may also include skarn and Tertiary Kemess type epithermal/porphyry style mineralization.

Lawyers East (South Block)

- The South Block looks to be entirely hosted within the Black Lake Intrusive suite based upon the regional geology. The geology around this area is highly irregular and not quite as it has been mapped. The geophysics does seem to also support that. There can be remnants of Hazelton volcanics, sediments with skarn mineralization and epithermal alteration.
- Whether the geology is remnants of Hazelton volcanics or in fact various intrusives from the Black Lake suite there is good potential based upon the structures and the results nearby to date for epithermal mineralization and potentially skarn and porphyry style mineralization.

Estimated Budget

Wildlife Management Plan

- \$15,000 estimated to complete the Plan.

Surface Sampling

- Four samplers at an average rate of 25 samples per day, 1,250 total samples, 13 days of soil sampling.
- Total estimated cost of \$205,500

Geophysics

- Two crews of two with average coverage of 6 line km per day, 313 line km, 26 days for survey.
- Total estimated cost of \$195,000
Program total with ~10 % contingency: ~\$450,000

Quality Assurance and Control

The technical content of this news release has been reviewed and approved by Kristopher Raffle, P.Geo., a qualified person as defined by National Instrument 43-101.

¹Church et al., 2022. Preliminary Economic Assessment Lawyers Gold-Silver Project, Stikine Terrane, BC.; Technical Report dated December 22, 2022.

2van der Meer, L., 2022. National Instrument 43-101 Technical Report on the Golden Stranger Property, Omineca Division, British Columbia, Canada; Technical Report dated August 30, 2022.

New Private Placement

Hi-View is launching a new non-brokered private placement of up to 5,000,000 units (the "**Units**"), at a price of \$0.10 per Unit for gross proceeds of up to \$500,000 (the "**Offering**"). The Units will consist of one common share in the capital of the Company and one share purchase warrant ("**Warrant**"). The Warrants are exercisable at \$0.125 for a period of 12 months from the date of closing of the Offering.

The Company will also be offering up to 2,400,000 flow-through units (the "**Flow-through Units**"), at a price of \$0.125 per Flow-through Unit for gross proceeds of up to \$300,000 (the "**Flow-through Offering**"). The Flow-through Units will consist of one flow-through share in the capital of the Company and one non-flow through share purchase warrant ("**Warrant**"). The Warrants are exercisable at a price of \$0.15 for a period of 12 months from the date of closing of the Flow-through Offering.

The Company has cancelled the previous proposed private placement announced May 17, 2023 due to market conditions and has elected to proceed with this new Offering on more favourable terms for investors.

In connection with the Offering and the Flow-through Offering, the Company will pay to qualified finders, a 10% cash finders fee and a 10% finder's fee payable in non-transferable share purchase warrants. Each warrant entitles the holder thereof to purchase one share in the capital of the Company at a price of \$0.15 per share for a period of 12 months from closing of the offerings.

Hi-View will use the net proceeds from the offerings for exploration on the Golden Stranger and Lawyers Group properties, for marketing and for general corporate purposes.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Howard Milne, President and Chief Executive Officer
Telephone: 604-377-8994

Item 9. Date of Report

DATED at Vancouver, BC, this 5th day of July, 2023

SCHEDULE "A"
HI-VIEW RESOURCES INC.
 Suite 170 - 422 Richards Street
 Vancouver, B.C. V6B 2Z4

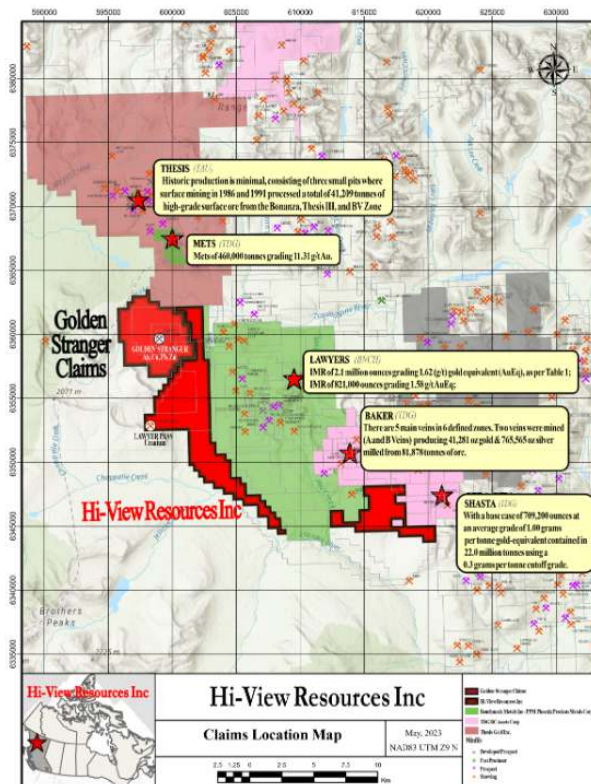
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**HI-VIEW RECEIVES EXPLORATION PLAN AND HISTORICAL DATA
 COMPILATION FROM APEX GEOSCIENCE LTD.**

July 5th, 2023, Vancouver, British Columbia, Hi-View Resources Inc. ('Hi-View' or the 'Company') (CSE: HVW) (Frankfurt: B63) announces it has received and reviewed a detailed data compilation from APEX Geoscience Ltd. ("APEX") detailing historical work completed on its Toodoggone district "Golden Stranger" and "Lawyer Group" Projects that are contiguous to Benchmark Metals Inc. "Lawyers" Project and Thesis Gold Inc. "Ranch" Project. Both Benchmark Metals and Thesis Gold have recently announced an agreement to merge into one of the largest precious metals development and exploration companies in the district, totaling 32,400 hectares of consolidated and contiguous land hosting multi million ounces of gold discoveries. Hi-View's APEX historical data compilation includes a phase 1 work recommendation to be completed prior to the planned upcoming fully permitted drill program.

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About Hi-View

The principal business is the acquisition, exploration, and development of mineral resource properties. Its objective is to locate, define and ultimately develop economic mineral deposits. Zeal Exploration is a wholly owned subsidiary which holds the options to acquire, the Golden Stranger Property and the Lawyers West, East, South projects located in Toodoggone region of British Columbia prospective for gold, silver, and copper. The collective holdings cover an approximate 9,139.57 hectares. Additionally, Hi-View holds an option on the Ket 28 Property located in south-central British Columbia in the Greenwood District. The Ket 28 Property covers an area of 3,432 hectares.

Contact:

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Howard Milne, Chief Executive Officer
Email: hdmcap@shaw.ca
Telephone: (604) 377-8994
Website: www.hiviewresources.com

FORWARD LOOKING STATEMENTS:

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities described herein 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 within 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.

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements in this news release includes statements related to the proposed Transaction and related matters. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.