

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

April 30, 2024

Item 3. News Release

News Release dated April 30, 2024, was disseminated via Odyssey Trust Company and filed on SEDAR+ on April 30, 2024.

Item 4. Summary of Material Change

The company announced it is launching a non-brokered private placement of up to 10,000,000 units (the “**Units**”), at a price of \$0.022 per Unit for gross proceeds of up to \$220,000 (the “**Offering**”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company The company announced it is launching a non-brokered private placement of up to 10,000,000 units (the “**Units**”), at a price of \$0.022 per Unit for gross proceeds of up to \$220,000 (the “**Offering**”). The Units will consist of one common share in the capital of the Company (“**Share**”) and one share purchase warrant (“**Warrant**”). Each Warrant will be exercisable by the warrant holder to acquire one (1) additional Share at a price of CAD\$0.05 for a period of 24 months from the closing of the Offering (“**Closing Date**”), subject to an acceleration clause whereby if the closing price of the Company’s Shares is greater than \$0.08 for a period of 10 consecutive trading days on the Canadian Securities Exchange, then the Company may, in its sole discretion, elect to provide written notice (the “**Acceleration Notice**”) to the Holders of the Warrants that the Warrants will expire at 5:00 p.m.(Vancouver time) on the date that is 30 days from the date of the Acceleration Notice (the “**Accelerated Expiry Time**”). In such instances, all Warrants that are not exercised prior to the Accelerated Expiry Time will expire at the Accelerated Expiry Time.

Hi-View will use the net proceeds from the Offering for exploration and geological expenses, mineral property option payments and working capital.

In connection with the Offering, the Company may pay to qualified finders, a 10% cash finder’s fee and a 10% finder’s fee payable in non-transferable share purchase warrants. Each warrant entitles the holder thereof to purchase one Share at a price of \$0.05 per Share for a period of 24 months from closing of the Offering subject to the acceleration provision as outlined above.

The Company may elect to close the Offering in one or more tranches. It is anticipated that insiders of the Company may participate in the Offering. Participation of insiders of the Company in the Offering will constitute a related party transaction as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company intends to rely on the exemption from the formal valuation requirements of Section 5.4 of MI 61-101

pursuant to Subsection 5.5(a) of MI 61-101 and the exemption from the minority approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(a) of MI 61-101.

The issuance of securities in connection with this Offering will be subject to Canadian Securities Exchange approval and the securities will be subject to a statutory hold period of four months plus one day from the date of issuance in accordance with applicable Canadian securities laws.

A copy of the news release has been attached hereto as Schedule "A".

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
Telephone: (604) 377-8994
Email hdmcap@shaw.ca

Item 9. Date of Report

DATED at Vancouver, BC, this 13th day of May, 2024



NEWS RELEASE

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES FOR DISSEMINATION IN THE UNITED STATES

HI-VIEW ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia, April 30, 2024 – Hi-View Resources Inc. ('Hi-View' or the 'Company') (**CSE: HVW; OTCQB: HVWRF; FSE: B63**) is pleased to announce it is launching a non-brokered private placement of up to 10,000,000 units (the "**Units**"), at a price of \$0.022 per Unit for gross proceeds of up to \$220,000 (the "**Offering**"). The Units will consist of one common share in the capital of the Company ("Share") and one share purchase warrant ("**Warrant**"). Each Warrant will be exercisable by the warrant holder to acquire one (1) additional Share at a price of CAD\$0.05 for a period of 24 months from the closing of the Offering ("**Closing Date**"), subject to an acceleration clause whereby if the closing price of the Company's Shares is greater than \$0.08 for a period of 10 consecutive trading days on the Canadian Securities Exchange, then the Company may, in its sole discretion, elect to provide written notice (the "**Acceleration Notice**") to the Holders of the Warrants that the Warrants will expire at 5:00 p.m. (Vancouver time) on the date that is 30 days from the date of the Acceleration Notice (the "**Accelerated Expiry Time**"). In such instances, all Warrants that are not exercised prior to the Accelerated Expiry Time will expire at the Accelerated Expiry Time.

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The Company may elect to close the Offering in one or more tranches. It is anticipated that insiders of the Company may participate in the Offering. Participation of insiders of the Company in the Offering will constitute a related party transaction as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company intends to rely on the exemption from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101 and the exemption from the minority approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(a) of MI 61-101.

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About Hi-View

Hi-View is a mineral exploration company focused on the acquisition, exploration and development of mineral properties in Canada and the USA. The Company, through its subsidiary holds options to acquire the Golden Stranger Property and the Lawyers West, East, South projects, together with claims acquired directly through staking, all located in the Toodoggone region of northern BC, prospective for gold, silver, and copper. The collective holdings cover 9,139 hectares.

Contact:

Hi-View Resources Inc.

Howard Milne, CEO

Email: hdmcap@shaw.ca

Telephone: (604) 377-8994

Website: www.hiviewresources.com

FORWARD LOOKING STATEMENTS:

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.