

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

**Item 1. Name and Address of Company**

**Buscando Resources Corp. (the “Company”)**

2912 West Broadway Street, Unit 309  
Vancouver, BC  
V6K 0E9

**Item 2. Date of Material Change**

September 18, 2024

**Item 3. News Release**

A news release was disseminated on September 18, 2024 through Stockwatch and subsequently filed on SEDAR and with the CSE.

**Item 4. Summary of Material Change**

The Company announced that it has entered into a share exchange agreement dated September 16, 2024 (the “**Share Exchange Agreement**”) among the Company, 1230439 BC Ltd. (“**123 BC**”), and the shareholders of 123 BC (the “**123 BC Shareholders**”), pursuant to which the Company will acquire 100% of the issued and outstanding common shares in the capital of 123 BC (the “**Transaction**”).

**Item 5.1 Full Description of Material Change**

See attached news release dated September 18, 2024.

**Item 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**

No information has been intentionally omitted from this material change report.

**Item 8. Executive Officer**

S. Kyler Hardy, CEO  
khardy@cronincapital.ca

**Item 9. Date of Report**

September 24, 2024



# BUSCANDO

RESOURCES CORP.

## BUSCANDO ANNOUNCES DEFINITIVE SHARE EXCHANGE AGREEMENT AND \$0.10 UNIT PRIVATE PLACEMENT

**VANCOUVER, BRITISH COLUMBIA – September 18, 2024** – Buscando Resources Corp. (“**Buscando**” or the “**Company**”) (CSE: **BRCO.X**) is pleased to announce that it has entered into a share exchange agreement dated September 16, 2024 (the “**Share Exchange Agreement**”) among the Company, 1230439 BC Ltd. (“**123 BC**”), and the shareholders of 123 BC (the “**123 BC Shareholders**”), pursuant to which the Company will acquire 100% of the issued and outstanding common shares in the capital of 123 BC (the “**Transaction**”).

Pursuant to the terms of the Share Exchange Agreement, as consideration for the acquisition of 100% of the issued and outstanding common shares of 123 BC, the Company will issue an aggregate of 2,250,000 common shares in the capital of the Company (the “**Consideration Shares**”) *pro rata* to the 123 BC Shareholders. The Consideration Shares are proposed to be issued pursuant to the Take-Over Bid and Issuer Bid prospectus exemption set forth in Section 2.16 of National Instrument 45-106 – *Prospectus Exemptions* and are therefore shall not be subject to any restrictions on resale.

The Transaction is expected to constitute a “Fundamental Change”, as such term is defined in the policies of the Canadian Securities Exchange (the “**CSE**”), and completion thereof will be subject to a number of conditions customary for a transaction of this nature, including but not limited to the receipt of required regulatory and corporate approvals and the approval of the CSE. Furthermore, and in conjunction with the Transaction, the Company intends to apply to the CSE for reactivation and removal of the inactive issuer designation.

For further information with respect to the Transaction, please refer to the Share Exchange Agreement, which will be available on the Company’s profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### **About 123 BC**

123 BC is a privately held company incorporated pursuant to the *Business Corporations Act* (British Columbia). 123 BC holds the exclusive option to acquire a 100% interest in the mineral concessions comprising the “Foggy Mountain Project” located in the Toodoggone historic mining region of Northern British Columbia, subject to a 2% net smelter return in favour of the Foggy Mountain Property’s optionors.

### **Unit Private Placement**

Furthermore, the Company announces that it will be proceeding with a non-brokered private placement (the “**Offering**”) of up to 5,000,000 units (the “**Units**”) at a price of \$0.10 per Unit, for aggregate gross

proceeds of up to \$500,000. Each Unit will consist of one common share in the capital of the Company (the “**Shares**”) and one common share purchase warrant (the “**Warrants**”). Each Warrant will entitle the holder to acquire one (1) common Share (the “**Warrant Shares**”) at an exercise price of \$0.15 per common Share for a period of twelve (12) months from the closing date, subject to an acceleration clause in the event the trading price of the Shares equals or exceeds \$0.25 for a period of ten (10) consecutive days.

The Company expects to pay finder’s fees in connection with Offering to certain eligible finders in the form of: (i) a cash commission of 8.0% of the gross proceeds raised under the Offering from investors introduced to the Company by the finder; and (ii) the issuance of such number of non-transferable common share purchase warrants of the Company (the “**Finder’s Warrants**”) equal to 8.0% of the Units issued under the Offering from investors introduced to the Company by the finder.

The Company intends to use the proceeds raised from the Offering for general administrative Company expenses and review and due diligence of the acquisition of new resource properties. The Offering is expected to close on or before September 30, 2024. The Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the approval of the Canadian Securities Commission.

The securities issued pursuant to the Offering have not, 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**

Buscando Resources Corp. is an exploration company focused on the acquisition, exploration and development of natural resource properties located in Canada. For more information on Buscando please contact the Company (+1 250-877-1394) or visit the website [www.buscandoresources.com](http://www.buscandoresources.com).

On behalf of the Board of Directors,

### **BUSCANDO RESOURCES CORP.**

“Kyler Hardy”

Chief Executive Officer

Tel: +1 250-877-1394

Email: [khardy@cronincapital.ca](mailto:khardy@cronincapital.ca)

*This press release contains "forward-looking information" that is based on the Company's current expectations, estimates, forecasts, and projections. This forward-looking information includes, among other things, statements with respect to the completion of the Company's Offering and exploration and development plans. The words "will", "anticipated", "plans" or other similar words and phrases are intended to identify forward-looking information. Forward-looking statements in this news release includes statements related to the Transaction, receipt of all necessary regulatory approvals to the Transaction, satisfaction of the conditions precedent to the Transaction, closing of the Offering, the intended use of proceeds from the Offering, the payment of finders' fees and issuance of securities in connection therewith and related matters. Forward-looking information is subject*

*to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance, or achievements to be materially different from those expressed or implied by such forward looking information.*

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