

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Nova Pacific Metals Corp. (the “**Company**”)
Suite 306 – 1110 Hamilton Street
Vancouver, BC V6B 2S2

Item 2: Date of Material Change

October 29, 2024 / October 30, 2024

Item 3: News Release

News releases were disseminated on October 30, 2024 and October 31, 2024 via Newsfile.

Item 4: Summary of Material Change

On October 29, 2024, the Company closed a non-brokered private placement (the “**Private Placement**”) pursuant to which the Company issued an aggregate of 11,478,600 units (each, a “**Unit**”) at a price of \$0.25 per Unit for gross proceeds of \$2,869,650.

On October 30, 2024, the Company entered into a master services agreement (the “**Services Agreement**”) and associated work order with Native Ads, Inc., a Delaware corporation (“**Native Ads**”), pursuant to which the Company engaged Native Ads to provide certain digital media, marketing and data analytics services, and entered into a digital marketing services agreement (the “**Marketing Agreement**”) with Alphai News Corp., a British Columbia company (“**Alphai News**”), pursuant to which the Company engaged Alphai News to provide certain digital marketing services.

Item 5: Full Description of Material Change

Each Unit is comprised of one common share of the Company (each, a “**Common Share**”) and one share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one additional Common Share (each, a “**Warrant Share**”) for a period of two years from the closing date of the Private Placement at an exercise price of \$0.40 per Warrant Share. The expiry date of the Warrants is subject to acceleration in certain circumstances.

In connection with the Private Placement, the Company paid an aggregate of \$112,872 in cash and issued an aggregate of 451,488 non-transferable broker warrants (each, a “**Broker Warrant**”) to certain eligible finders. Each Broker Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.25 per Common Share for a period of two years.

The Services Agreement is for an estimated term of six (6) months, which the Company and Native Ads anticipate will cover the duration of the marketing campaign contemplated in the work order, and requires the Company to pay Native Ads a deposit of \$50,000 on the basis of a total campaign budget of US\$260,000. The Services Agreement contains standard confidentiality, indemnity and intellectual property protection provisions, while the work order describes the content creation, web development, media buying/distribution, and campaign reporting and optimization services to be provided by Native Ads.

The Marketing Agreement is for a term of three (3) months, and requires the Company to pay Alphai News a fee of \$75,000 plus GST in consideration for Alphai News creating digital advertising campaigns, ad groups, text ads and display ads; performing detailed keyword

research; setting up and managing remarketing campaigns; optimizing keyword options; coordinating online advertisers and marketers corresponding to online marketing targets; creating landing pages for ad campaigns and generally bringing attention to the business of the Issuer. The parties have the option to extend the Marketing Agreement on a month-to-month basis thereafter, subject to agreeing on the amount of compensation and the scope of services to be provided by Alphai News.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Malcolm Bell, CEO
Telephone: (778) 868-2226

Item 9: Date of Report

November 5, 2024