

**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**

December 17, 2024

**Item 3: News Release**

News releases were disseminated on December 17, 2024 and December 18, 2024 via Newsfile.

**Item 4: Summary of Material Change**

On December 17, 2024, the Company closed a non-brokered private placement (the “**Private Placement**”) pursuant to which the Company issued an aggregate of 6,287,000 flow-through common shares (each, a “**FT Share**”) at a price of \$0.42 per FT Share for gross proceeds of \$2,640,540.

On December 17, 2024, the Company entered into master services agreement and associated statement of work (together, the “**MSA**”) with Stockwire Inc., an Ontario corporation (“**Stockwire**”), pursuant to which the Company engaged Stockwire to provide certain strategic digital media, marketing and data analytical services.

**Item 5: Full Description of Material Change**

The Company will use the gross proceeds from the sale of the FT Shares to incur eligible “Canadian exploration expenses” (“**CEE**”) that qualify as “flow-through mining expenditures” (as such terms are defined in the *Income Tax Act* (Canada)) on the Company’s Lara Property located in British Columbia. The Company expects to incur such CEE on or before December 31, 2025 and renounce such CEE to the purchasers of the FT Shares with an effective date of no later than December 31, 2024.

In connection with the Private Placement, the Company paid cash fees of \$184,837.80 and issued 440,090 warrants to one qualified finder, Red Cloud Securities Inc. Each warrant is exercisable into one common share of the Company at a price of \$0.42 per share for a period of 24 months from the date of issuance.

The MSA is for an undefined term but is anticipated to last until mid-March 2025 or until the advertising budget contemplated in the MSA is depleted, and requires the Company to pay Stockwire a total of US\$550,000 plus applicable taxes in consideration for the provision of a robust suite of services related to increasing investor awareness of the Company, particularly in Germany, including a marketing campaign

**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**

December 27, 2024