

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

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Red Canyon Resources Ltd. ("**Red Canyon**" or the "**Company**")  
1210 – 1130 West Pender Street  
Vancouver, BC V6E 4A4

**ITEM 2. DATE OF MATERIAL CHANGE**

May 1, 2024

**ITEM 3. NEWS RELEASE**

Red Canyon issued a news release on April 30, 2024 that was distributed through the facilities of TheNewswire and a copy was subsequently filed on SEDAR+.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

Red Canyon announced that it has qualified for trading on the OTCQB Venture Market in the United States operated by the OTC Markets Group Inc. and the Company's common shares will commence trading on the OTCQB under the symbol "REDRF" with an effective date of May 1, 2024. The Company has additionally secured Depository Trust Company ("DTC") eligibility for its common shares traded in the United States. The Company's common shares continue to trade on the Canadian Securities Exchange under the symbol "REDC".

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

For full description of the material change, please see the Company's news release dated April 30, 2024 attached as Schedule "A" hereto.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

Not applicable.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

This report is not being filed on a confidential basis.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Wendell Zerb  
Telephone: 604-681-9100

**ITEM 9. DATE OF REPORT**

May 1, 2024

**SCHEDULE "A"**

## Red Canyon Resources to Commence Trading on the OTCQB Under Symbol REDRF

**Vancouver, British Columbia, April 30, 2024:** Red Canyon Resources Ltd. (CSE: REDC) (OTCQB: REDRF) (the “Company” or “Red Canyon”) is pleased to announce that it has qualified for trading on the OTCQB Venture Market in the United States operated by the OTC Markets Group Inc. and the Company’s common shares will commence trading on the OTCQB under the symbol “REDRF” with an effective date of May 1, 2024. The Company has additionally secured Depository Trust Company (“DTC”) eligibility for its common shares traded in the United States. The Company’s common shares continue to trade on the Canadian Securities Exchange (the “CSE”) under the symbol “REDC”.

Wendell Zerb, the Company’s President and CEO, commented: *“The OTCQB listing with DTC eligibility will allow Red Canyon to broaden its shareholder base in the USA, as well as promote greater liquidity as we continue to explore our portfolio of 100% owned copper and copper-gold properties in the Western USA and British Columbia”.*

### **About the OTCQB**

The OTCQB offers early stage and developing U.S. and international companies the benefits of being publicly traded in the U.S. The OTCQB helps companies build shareholder value with a goal of enhancing liquidity and achieving fair valuation.

U.S. investors can find current financial disclosure and Real-Time level 2 quotes for the Company on [www.otcmarkets.com](http://www.otcmarkets.com). The Company’s listing on the CSE and the trading of its shares on the OTCQB contribute to a larger global presence and offers investors preeminent access to trading.

### **About the Depository Trust Company**

The Depository Trust Company is a subsidiary of The Depository Trust & Clearing Corporation and manages the electronic clearing and settlement of publicly traded companies. Securities that are eligible to be electronically cleared and settled through the DTC are considered “DTC eligible”. This electronic method of clearing securities speeds up the receipt of stock and cash, and thus accelerates the settlement process for investors trading the Company’s shares on the OTCQB.

### **About Red Canyon Resources**

Red Canyon Resources Ltd. (CSE: REDC; OTCQB: REDRF) is a geoscience-driven, discovery-focused mineral exploration company focused on exploring North America’s top copper jurisdictions. The Company’s core goal is to make impactful copper discoveries to benefit all stakeholders and aid in the clean energy transition. Red Canyon has a portfolio of 100% owned copper and copper-gold porphyry exploration projects. The Company’s technical team consists of experienced geoscientists with diverse capital market, small cap and major mining company backgrounds, and a track record of success.

For more information, please visit the Company’s website at [www.redcanyonresources.com](http://www.redcanyonresources.com).

Red Canyon is part of the NewQuest Capital Group which is a discovery-driven investment group that builds value through the incubation and financing of mineral projects and companies. Further information about NewQuest can be found on the company website at [www.nqcapitalgroup.com](http://www.nqcapitalgroup.com).

**On Behalf of the Board of Directors**

Wendell Zerb, P. Geol  
Chairman and Chief Executive Officer  
+1 (604) 681-9100  
[wzerb@redcanyonresources.com](mailto:wzerb@redcanyonresources.com)

For further information, please contact:

Brennan Zerb  
Investor Relations Manager  
+1 (778) 867-5016  
[bzerb@redcanyonresources.com](mailto:bzerb@redcanyonresources.com)

**Forward-Looking Statements:**

*This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding future capital expenditures, exploration activities and the specifications, targets, results, analyses, interpretations, benefits, costs and timing of them, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the anticipated business plans and timing of future activities of the Company, including the Company's exploration plans and the proposed expenditures for exploration work thereon, the ability of the Company to obtain sufficient financing to fund its business activities and plans, the ability of the Company to obtain the required permits, changes in laws, regulations and policies affecting mining operations, the Company's limited operating history, currency fluctuations, title disputes or claims, environmental issues and liabilities, as well as those factors discussed under the heading "Risk Factors" in the Company's prospectus dated October 12, 2023 and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).*

*Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements, except as otherwise required by law.*