

**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**

June 4, 2024

**ITEM 3. NEWS RELEASE**

Red Canyon issued a news release on June 5, 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 completed its previously announced non-brokered private placement, issuing 7,259,728 units of the Company (the "Units") at a price of \$0.22 per Unit for gross proceeds of \$1,597,140 (the "Offering"). Each Unit consists of one common share and one-half of a share purchase warrant, with each whole warrant exercisable into one further common share at a price of \$0.30 for a term of 24 months.

The proceeds from the Offering will be used for exploration activities at the Company's western United States and British Columbia projects and for general working capital.

Cash finder's fees of \$29,370 and 133,500 finder's warrants exercisable at \$0.30 per common share for a 24-month term were paid on a portion of the Offering. All securities issued are restricted from trading until October 5, 2024.

The Company also announced that it has received firm commitments to raise an additional, approximately \$953,568 via a fully subscribed charity flow-through offer of approximately 2,580,000 Charity Flow Through Units ("Charity FT Units") of the Company at an issue price of \$0.3696 per Charity FT Unit to institutional, professional and sophisticated investors ("Charity FT Offering").

Each Charity FT Unit consists of one flow-through common share of the Company (each, a "FT Share") and one-half of one common share purchase warrant (each whole such warrant, a "Warrant"). Each Warrant is exercisable into one common share of the Company (each, a "Warrant Share") at a price of \$0.30 for a 24 month term. Each FT Share will qualify as a "flow-through share" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act"). The Warrant Shares issued on

exercise of the Warrants will not be “flow-through shares” for the purposes of the Tax Act.

The proceeds from the Charity FT Offering will be used to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as both terms are defined in the Tax Act (the “Qualifying Expenditures”) related to the Company’s Kendal project and other projects in British Columbia, on or before December 31, 2025, and the Company will renounce all the Qualifying Expenditures in favour of the subscribers of the Charity FT Shares effective December 31, 2024. The flow-through critical mineral mining expenditures will be eligible for a federal 30% investment tax credit for any eligible individual investors and, for any individual investor who is resident or subject to tax in the Province of British Columbia, the incurred exploration expenses will also be eligible for the 20% additional tax credit under the Income Tax Act (British Columbia).

All securities issued will be subject to a statutory hold period of four months and one day.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

For full description of the material change, please see the Company’s news release dated June 5, 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**

June 20, 2024

**SCHEDULE "A"**

## Red Canyon Completes Over-Subscribed Private Placement and Announces Flow-Through Financing

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

**Vancouver, British Columbia, June 5, 2024:** Red Canyon Resources Ltd. (“Red Canyon” or the “Company”) (CSE: REDC | OTCQB: REDRF) is pleased to announce that it has completed its previously announced non-brokered private placement, issuing 7,259,728 units of the Company (the “Units”) at a price of \$0.22 per Unit for gross proceeds of \$1,597,140 (the “Offering”). Each Unit consists of one common share and one-half of a share purchase warrant, with each whole warrant exercisable into one further common share at a price of \$0.30 for a term of 24 months.

The Offering was fully subscribed due in-part to the continued support received from existing shareholders including Crescat Capital LLC (“Crescat”) and Plethora Private Equity (“Plethora”) as well as from new high net worth investors.

Wendell Zerb, Chairman and CEO of Red Canyon Resources, commented: *“I would like to thank existing shareholders, including Crescat and Plethora for their continued support through participation in the Offering, and welcome strong support from new private investors. With the financing now closed, and additional flow-through capital committed, the Company is in an excellent position to continue our copper exploration programs in the western USA and British Columbia, testing our portfolio of 100% owned copper and copper-gold projects.”*

The proceeds from the Offering will be used for exploration activities at the Company’s western United States and British Columbia projects and for general working capital.

Insiders of the Company purchased a total of 275,000 Units. The participation by Insiders in the Offering constitutes a “related party transaction” for the purposes of Multilateral Instrument 61-101, Protection of Minority Security Holders in Special Transactions. The Company is relying upon exemptions from the requirement to obtain a formal valuation and seek minority shareholder approval for the Offering on the basis that the fair market value of the participation by related parties in the Offering is less than 25% of the Company’s current market capitalization.

Cash finder’s fees of \$29,370 and 133,500 finder’s warrants exercisable at \$0.30 per common share for a 24-month term were paid on a portion of the Offering. All securities issued are restricted from trading until October 5, 2024.

### **Charity Flow-Through Financing**

The Company is pleased to announce that it has received firm commitments to raise an additional, approximately \$953,568 via a fully subscribed charity flow-through offer of approximately 2,580,000 Charity Flow Through Units (“Charity FT Units”) of the Company at an issue price of \$0.3696 per Charity FT Unit to institutional, professional and sophisticated investors (“Charity FT Offering”).

Each Charity FT Unit consists of one flow-through common share of the Company (each, a “FT Share”) and one-half of one common share purchase warrant (each whole such warrant, a

“Warrant”). Each Warrant is exercisable into one common share of the Company (each, a “Warrant Share”) at a price of \$0.30 for a 24 month term. Each FT Share will qualify as a “flow-through share” within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the “Tax Act”). The Warrant Shares issued on exercise of the Warrants will not be “flow-through shares” for the purposes of the Tax Act.

The issue price represents a 54% premium to the last closing price of Red Canyon common shares on the Canadian Securities Exchange (“CSE”) as of May 31, 2024.

The proceeds from the Charity FT Offering will be used to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as both terms are defined in the Tax Act (the “Qualifying Expenditures”) related to the Company’s Kendal project and other projects in British Columbia, on or before December 31, 2025, and the Company will renounce all the Qualifying Expenditures in favour of the subscribers of the Charity FT Shares effective December 31, 2024. The flow-through critical mineral mining expenditures will be eligible for a federal 30% investment tax credit for any eligible individual investors and, for any individual investor who is resident or subject to tax in the Province of British Columbia, the incurred exploration expenses will also be eligible for the 20% additional tax credit under the Income Tax Act (British Columbia).

The closing of the Charity FT Offering is subject to certain conditions including, but not limited to, approval of the CSE and receipt of all required regulatory and other approvals.

All securities issued will be subject to a statutory hold period of four months and one day.

The offered securities have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws and may not be offered or sold to, or for the account or benefit of, any person in the United States or any “U.S person”, as such term is defined in Regulation S under the Securities Act, absent registration or an applicable exemption from registration requirements. Offers and sales in the United States will be limited to institutional accredited investors and qualified institutional buyers. This press 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 any state in which such offer, solicitation or sale would be unlawful.

### **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  
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The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this press release.

**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.*