

**51-102F3**  
**MATERIAL CHANGE REPORT [F]**

**Item 1 Name and Address of Company**

Dark Star Minerals Inc. (the “**Company**”)  
1056 Handsworth Road  
North Vancouver, British Columbia, V7R 2A6

**Item 2 Date of Material Change**

July 6, 2023

**Item 3 News Release**

The news release dated July 6, 2023 was disseminated by Stockwatch and Market News on July 6, 2023.

**Item 4 Summary of Material Change**

The Company announced that further to its news release dated June 27, 2023, it has closed (the “**Closing**”) its acquisition of Hungersite Minerals Inc. (“**Hungersite**”), a private arm’s length Ontario corporation, pursuant to the terms of a share exchange agreement (the “**Share Exchange Agreement**”) dated June 27, 2023 among the Company, Hungersite and the shareholders of Hungersite (collectively, the “**Hungersite Shareholders**”) in exchange for, on a pro rata basis, cash consideration of \$20,000 and 4,800,000 common shares (each, a “**Consideration Share**”) in the capital of the Company (the “**Transaction**”).

***About Hungersite Minerals Inc. and the Property***

Hungersite, a company existing under the laws of Ontario, is the recorded and beneficial holder of 24 unpatented mining claims known as the Groupe A mining claims (the “**Property**”) which are filed with the Quebec Minister of Natural Resources and Forests. The Property is situated within the region of d’Eeyou Istchee Baie-James in the Province of Québec, with certain of the claims adjacent to the Company’s flagship Logan REE property located in northern Québec, Canada.

For more information on the Logan REE property, see the report titled “National Instrument 43-101 Technical Report on the Logan Property, Baie James Area, Québec, Canada” effective dated August 15, 2022 filed under Dark Star’s profile on SEDAR.

***Summary of the Transaction***

Pursuant to the terms of the Share Purchase Agreement, the Company acquired all of the common shares in the capital of Hungersite from the Hungersite Shareholders in exchange for, on a pro rata basis: (i) an aggregate of 4,800,000 Consideration Shares at a deemed price of \$0.05 per Consideration Share; and (ii) cash consideration of \$20,000. Upon Closing, Hungersite became a wholly-owned subsidiary of the Company.

Following the Closing of the Transaction, the Company has 29,518,102 common shares issued and outstanding, of which approximately 83.74% of the common shares are held by the current shareholders of the Company and approximately 16.26% are held by the former Hungersite Shareholders.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The material change is fully described in Item 4 above and in the News Release filed on SEDAR at [www.sedar.com](http://www.sedar.com).

*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**

None

**Item 8 Executive Officer**

Marc Branson, President, Chief Executive Officer and Director, 604.816.2555

**Item 9 Date of Report**

July 7, 2023