

FORM 51-102F3

MATERIAL CHANGE REPORT

- 1. Name and Address of Company**
Xcite Resources Inc.
1910-1030 West Georgia Street
Vancouver, British Columbia V6C 2Y3
- 2. Date of Material Change**
February 22, 2023
- 3. News Release**
The news release announcing the material change was disseminated on February 22, 2023, through Stockwatch. The news releases were also filed with the British Columbia, Alberta, Manitoba and Ontario Securities Commissions on SEDAR.
- 4. Summary of Material Change**
Xcite Resources Inc. closed its initial public offering, raising gross proceeds of \$420,000.
- 5.1 Full Description of Material Change**
See attached news release.
- 5.2 Disclosure for Restructuring Transactions**
N/A
- 6. Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable.
- 7. Omitted Information**
No information has been intentionally omitted from this material change report.
- 8. Executive Officer**
Chris Cooper, CEO
604.307.8290
- 9. Date of Report**
February 22, 2023

XCITE RESOURCES INC. CLOSSES INITIAL PUBLIC OFFERING AND LISTING ON THE CANADIAN SECURITIES EXCHANGE

Vancouver, British Columbia, February 22, 2023 – XCITE RESOURCES INC. (“Xcite” or the “Company”)(CSE: XRI) is pleased to announce that it has closed its initial public offering (“IPO”), issuing 4,200,000 units of the Company (each, a “Unit”) at a price of \$0.10 per Unit for total gross proceeds of \$420,000. Each Unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to acquire one common share at an exercise price of \$0.30 per share until February 22, 2024.

The IPO was conducted pursuant to the Company’s final prospectus dated January 26, 2023 (the “Prospectus”), which is available under the Company’s profile on SEDAR at www.sedar.com. The net proceeds from the IPO will be used by the Company as described in the Prospectus.

The IPO was conducted by Haywood Securities Inc. (“Haywood”) as the sole agent and bookrunner. In consideration for Haywood’s services in connection with the IPO, the Company: (a) paid a corporate finance fee of \$25,000 (plus GST) to Haywood; (b) paid to Haywood a commission equal to 10.0% of the gross proceeds raised in the Offering, settled through the issuance of 420,000 units of the Company (each, a “Fee Unit”), with each Fee Unit having a deemed price of \$0.10 per Fee Unit and consisting of one common share of the Company and one common share purchase warrant (each, a “Fee Warrant”), each Fee Warrant exercisable for one common share at an exercise price of \$0.10 per share until February 22, 2025); and (c) issued to Haywood 420,000 non-transferable compensation options (the “Compensation Options”), each exercisable for one common share of the Company at an exercise price of \$0.10 per share until February 22, 2025. The Compensation Options, 210,000 of the Fee Warrants, and the common shares of the Company issuable on exercise thereof, are subject to a four month hold period expiring June 23, 2023, in accordance with applicable securities laws.

The Company has received approval for the listing of its common shares on the Canadian Securities Exchange (“CSE”). The Company’s common shares were listed for trading on February 21, 2023 and immediately halted pending completion of the IPO. The Company expects the shares to resume trading on the CSE on or about February 23, 2023 under the stock symbol “XRI”.

On Behalf of the Board of Directors

Chris Cooper
Chief Executive Officer
604.307.8290

Forward-Looking Information

Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, and dependence on key personnel. Such

statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The CSE has not reviewed, approved or disapproved the contents of this news release.