

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Miza II Resources Inc.
("Miza II" or the "Company")
Suite 620 - 1111 Melville Street
Vancouver, B.C. V6E 3V6

2. Date of Material Change:

June 16, 2023

3. News Release:

The news release with respect to the material change was disseminated through Stockwatch on June 21, 2023 and filed on the SEDAR website at www.sedar.com.

4. Summary of Material Change:

Miza II entered into an agreement to acquire Great Eagle Gold S.A.S. and announces management changes.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Miza II has entered into an agreement to acquire Great Eagle Gold S.A.S. ("Great Eagle"), a Colombian subsidiary of a United States parent company. The purchase price consists of the reimbursement of costs incurred by the vendor in relation to Great Eagle for the corporate work completed to date, and expenses related to the investigation and development of their acquisition target portfolio. The purchase price is US\$217,600, payable as to: \$21,760 in cash and the balance of US\$195,840 payable with the issuance of an interest free convertible promissory note (the "Note"), due 24 months from issuance. The Note shall be convertible into common shares of the Company at the greater of CDN\$0.25 per common share or the price of the Company's next financing, provided that such financing occurs within four months.

Azim Dhalla has resigned as the CEO and Director of the Company and Yuri Nieken has been appointed as a Director of the Company to fill the vacancy created by the resignation of Azim Dhalla.

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Yari Nieken, Corporate Secretary
Telephone: (604) 328-0425

9. Date of Report:

June 28, 2023