

## FORM 51-102F3

### MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

Rumble Resources Inc. (the “Company”)  
503 – 905 West Pender Street  
Vancouver, BC V6C 1L6

**Item 2. Date of Material Change**

September 5, 2023.

**Item 3. News Release**

News release was disseminated on September 5, 2023 via Newsfile Corp., and filed, via SEDAR+, with the British Columbia Securities Commission and Ontario Securities Commission.

**Item 4. Summary of Material Change**

The Company has completed its initial public offering. The Company’s common shares have been approved for listing on the Canadian Securities Exchange.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company has completed its initial public offering (the “**IPO**”) by issuing 1,725,000 common shares (the “**Shares**”) of the Company at a price of \$0.10 per Share, for gross proceeds to the Company totaling \$172,500, pursuant to a prospectus of the Company dated June 6, 2023 (the “**Prospectus**”) filed with the British Columbia Securities Commission. In connection therewith, the Agent (as defined herein) exercised its option (the “**Over-Allotment Option**”), granted pursuant to the Agency Agreement (as defined herein), to increase the size of the IPO by additional 225,000 Shares to cover the over-subscription under the IPO. The Shares have been approved for listing on the Canadian Securities Exchange (the “**CSE**”) under the symbol “**RB**”.

The IPO was completed pursuant to an agency agreement dated June 6, 2023 (the “**Agency Agreement**”) between the Company and Research Capital Corporation (the “**Agent**”), which acted as the lead agent on the IPO. Under the Agency Agreement, the Company paid to the Agent as

consideration for its services, (i) a corporate finance fee (including GST) totalling \$21,000, (ii) an agent's commission totalling \$17,250, and (iii) expenses and holdback for expenses (including taxes) totalling \$35,016.72, and issued to the Agent and its subagents an aggregate of 172,500 non-transferable warrants (the "Agent's Warrants") of the Company, being 10% of the number of Shares sold pursuant to the IPO. Each Agent's Warrant entitles the holder to purchase one Share at an exercise price of \$0.10 per Share until September 5, 2025.

The net proceeds of the IPO will be used to carry out exploration of the Company's Woolford Creek Property, for general and administrative purposes, and for working capital purposes.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

### **Item 7. Omitted Information**

There is no omitted information.

### **Item 8. Executive Officer**

For further information, please contact:

Erwin Wong, CFO – Tel. 604.377.8758.

### **Item 9. Date of Report**

September 8, 2023.