

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Peak Minerals Ltd. (the “**Company**”)
1030 West Georgia Street, Suite 1507
Vancouver, British Columbia, V6E 2Y3

Item 2. Date of Material Change

December 11, 2024

Item 3. News Release

News Release dated December 12, 2024 was disseminated through Newswire and subsequently filed on www.sedarplus.ca.

Item 4. Summary of Material Change

The Company announced that further to its news release dated November 8, 2024, it has closed the non-brokered private placement financing (the “**Offering**”) of 12,845,000 common shares of the Company (“**Shares**”) at a price of C\$0.25 per Share for aggregate gross proceeds of C\$3,211,250. The Offering was over-subscribed by an aggregate of \$1,211,250.

The Shares sold pursuant to the Offering will be subject to a four-month hold period pursuant to securities laws in Canada. The Company issued 277,800 broker warrants (“**Broker Warrants**”) and paid \$69,450 in cash with respect to a portion of the Offering. The Broker Warrants will be exercisable at a price of \$0.25 per Broker Warrant, expiring 12 months from the date of issuance.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see attached news release.

Item 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

Not applicable.

Item 8. Executive Officer

Jonathan Yan, Interim Chief Executive Officer and Director
Telephone: 604-723-4343

Item 9. Date of Report

December 20, 2024

PEAK MINERALS ANNOUNCES CLOSING OF PRIVATE PLACEMENT OF COMMON SHARES

*Not for distribution to United States newswire services or for
dissemination in the United States.*

Vancouver, British Columbia, December 12, 2024, Peak Minerals Ltd. (CSE: PEK) (the “**Company**”) is pleased to announce that, further to its news release dated November 8, 2024, it has closed the previously announced non-brokered private placement financing (the “**Offering**”). The Company has upsized the Offering and ultimately closed on 12,845,000 common shares of the Company (“**Common Shares**”) at a price of C\$0.25 per Common Share (the “**Offering Price**”) for aggregate gross proceeds of C\$3,211,250. The Offering was over-subscribed by an aggregate of C\$1,211,250.

The Common Shares sold pursuant to the Offering will be subject to a four-month hold period pursuant to securities laws in Canada. The Company issued 277,800 broker warrants (“**Broker Warrants**”) and paid \$69,450 in cash with respect to a portion of the Offering. The Broker Warrants will be exercisable at a price of \$0.25 per Broker Warrant, expiring 12 months from the date of issuance.

The Company intends to use the net proceeds of the Offering for general working capital and corporate expenses.

The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. 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 referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Peak Minerals

Peak Minerals Ltd. is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration on the Aida Project. The Aida Property consists of 5 mineral claims covering an area of 2,335.42 ha located on the Shuswap Highland within the Kamloops Mining Division.

On Behalf of the Board of Directors

Jonathan Yan

Interim Chief Executive Officer and Director

For further information, please contact:

Jonathan Yan

Interim Chief Executive Officer and Director
(604) 723-4343

Cautionary Statement Regarding Forward Looking Information

This news release contains forward looking information or statements within the meaning of applicable securities laws, which may include, without limitation, statements relating to the terms and completion of the Offering, the use of proceeds of the Offering, the receipt of regulatory and stock exchange approval in respect of the Offering, the technical, financial, and business prospects of the Company, its assets and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward looking information or statements. Although the Company believes the expectations expressed in such forward-looking information or statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking information or statements. 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, the ability to achieve its goals, expected costs and timelines to achieve the Company's goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. Such forward looking information or statements reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including the risks and uncertainties included in documents filed under the Company's profile on SEDAR+ at www.sedarplus.ca. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive, and regulatory uncertainties and risks. Factors that could cause actual results to differ materially from those in forward looking information or statements include, but are not limited to, the submission of all required documents by the Company to the Canadian Securities Exchange, continued availability of capital and financing and general economic, market or business conditions, failure to compete effectively with competitors, failure to maintain or obtain all necessary permits, approvals and authorizations, failure to comply with applicable laws, including environmental laws, risks relating to unanticipated operational difficulties. The Company does not undertake to update forward looking statements or forward-looking information, except as required by law.