

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Hawthorn Resources Corp.  
Suite 420 - 625 Howe St.  
Vancouver, BC V6C 2T6

**Item 2 Date of Material Change**

November 7, 2024

**Item 3 News Release**

The press release attached as Schedule "A" was disseminated via Stockwatch.com and filed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) on November 7, 2024.

**Item 4 Summary of Material Change**

The Company closed a non-brokered private placement pursuant to which the Company issued an aggregate of 5,000,000 common shares of the Company at a price of \$0.10 per common share for aggregate gross proceeds of \$500,000.

**Item 5.1 Full Description of Material Change**

The material change is described in the press release attached as Schedule "A".

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable

**Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7 Omitted Information**

Not applicable

**Item 8 Executive Officer**

Daniel Joyce  
President, Chief Executive Officer & Director – Hawthorn Resources Corp.  
(778) 222-1973  
[dan.davidson.joyce@gmail.com](mailto:dan.davidson.joyce@gmail.com)

**Item 9 Date of Report**

November 7, 2024



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### **HAWTHORN CLOSSES \$500,000 FINANCING**

**VANCOUVER, B.C. (November 7, 2024)** Hawthorn Resources Corp. (CSE: HWTN) ("Hawthorn" or the "Company") is pleased to announce it has closed its previously announced non-brokered private placement pursuant to which the Company issued an aggregate of 5,000,000 common shares of the Company ("Shares") at a price of \$0.10 per Share (the "Offering"), for aggregate gross proceeds of \$500,000. The Company intends to use the net proceeds to satisfy ongoing costs associated with its properties as well as general working capital purposes.

The securities issued under the Offering will be subject to restrictions on resale expiring four (4) months and a day after issue. In connection with the offering, the Company paid cash finder's fees in the aggregate amount of \$22,800 to certain arm's length finders.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news 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 in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

#### **About Hawthorn Resources Corp.**

Hawthorn Resources Corp. is a mineral exploration company that will acquire and explore mineral properties. For further information, please refer to the Company's disclosure record on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

#### **On Behalf of the Board of Directors**

Daniel Joyce, Director, President and CEO

## **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. Some of the specific forward-looking information in this news release includes, but is not limited to, statements with respect to: the timing of the resumption of trading of Shares on the CSE and the trading symbol of the Shares on the CSE. 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.*

*This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

*The CSE has neither approved nor disapproved the contents of this press release and the CSE does not accept responsibility for the adequacy or accuracy of this release.*