

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

YUKON METALS INC. (the “Company”)
Suite 1000, 1055 West Hastings Street
Vancouver, BC
V6E 2E9

Item 2. Date of Material Change

May 30, 2024

Item 3. News Release

The news release was issued on May 30, 2024, and disseminated by Newsfile.

Item 4. Summary of Material Change

On May 30, 2024, the Company completed the acquisition (the “**Transaction**”) of the AZ, Barite Mountain, Birch, Carter Gulch, Clea, Eva, Expo, Faro North, Fox, Gem, Ketz, Nut, Pete, Risby and Talbot claims and the Venus claims and crown grants located in the Yukon (the “**Properties**”) for a total land package of approximately 18,000 hectares.

Item 5. Full Description of Material Change

The Transaction

On May 30, 2024, the Company completed the Transaction pursuant to which it acquired the Properties for a total land package of approximately 18,000 hectares. The Properties are a suite of base and precious metals focused projects in the Yukon ranging from promising new discoveries to drill ready targets.

Pursuant to the Transaction, the Company acquired all of the issued and outstanding shares of Lapie Mining Inc. from 18526 Yukon Inc. (the “**18526**”) for consideration of (1) \$2,000,000 in cash, and (2) 25,000,000 common shares (the “**Consideration Shares**”) in the capital of the Company (the “**Common Shares**”). The Consideration Shares are subject to the escrow policies of the Canadian Securities Exchange (the “**CSE**”) and will be released incrementally over a 36-month period from the date of listing on the CSE. 18526 has retained a royalty equal to 2.5% of the net smelter returns in respect of each of the Properties, subject to a right of repurchase of 0.5% of each royalty at a cost of \$1,000,000 per royalty, payable in gold or cash.

The Transaction constitutes a “fundamental change” pursuant to Policy 8 – *Fundamental Changes and Changes of Business* of the CSE. Concurrently with the closing of the Transaction (the “**Closing**”), the Company changed its name to Yukon Metals Corp. Trading of the Common Shares resumed under the new name and under the new ticker symbol “YMC” as of market open on June 3, 2024.

For further information regarding the Transaction and the Properties, readers are encouraged to review the CSE Form 2A – *Listing Statement* prepared by the Company in support of the Transaction, as well as the current technical report on the Expo property, copies of which are available under the Company’s profile on SEDAR+

www.sedarplus.ca.

Concurrently with Closing, the board of directors of the Company was reconstituted to consist of Rory Quinn, Patrick Burke, Dr. Darryl Clark, Jim Coates and Daniel Vickerman, with Mr. Burke as Chair. Rory Quinn has been appointed President and Chief Executive Officer of the Company and Denitsa Doncheva has been appointed Chief Financial Officer and Corporate Secretary of the Company.

The Private Placement

Prior to completion of the Transaction, the Company completed a non-brokered private placement of (a) 24,032,417 subscription receipts (exercisable into Common Shares upon completion of the Transaction) (the “**Share Subscription Receipts**”) at a price of \$0.30 per share for gross proceeds of \$7,209,725.10 and (b) 17,754,738 subscription receipts (exercisable into units upon completion of the Transaction) (the “**Unit Subscription Receipts**”) and, collectively with the Share Subscription Receipts, the “**Subscription Receipts**”) at a price of \$0.45 per unit for gross proceeds of \$7,989,632.10, for aggregate gross proceeds of \$15,199,357.20 (the “**Escrowed Proceeds**”) which were placed into escrow pending completion of the Transaction.

Immediately prior to Closing, each Share Subscription Receipt was automatically converted into one Common Share and each Unit Subscription Receipt was automatically converted into one unit (a “**Unit**”) and the Escrowed Proceeds were released from escrow. Each Unit consists of one Common Share and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Common Share (a “**Warrant Share**”) at a price of \$0.60 until May 3, 2027. The Common Shares and the Warrants are subject to a statutory hold period of four months and one day under Canadian securities laws, expiring on September 4, 2024.

Finder’s fees in the amount of \$336,028.34 have been paid by the Company in connection with the private placement to certain arm’s length parties.

Grant of Stock Options

Concurrently with Closing, the Company granted an aggregate of 4,700,000 stock options to certain directors, officers and consultants of the Company. Each of the stock options will be exercisable into one Common Share at a price of \$0.45 until May 30, 2029.

*This material change report does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities to be issued in connection with the Transaction, the Subscription Receipts, the Common Shares, the Warrants and the Warrant Shares 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 in Regulation S promulgated 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.*

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Rory Quinn
Chief Executive Officer
604.366.4408

Item 9. Date of Report

June 4, 2024

Cautionary Note Regarding Forward-Looking Information

This material change report contains certain forward-looking information, including information about the incremental release from escrow of the Consideration Shares and the Company's future plans and intentions. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify the forward-looking information. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking information involves significant risks, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from those discussed or implied in the forward-looking information. Such factors include, among other things: risks and uncertainties relating to the incremental release from escrow of the Consideration Shares; and other risks and uncertainties. These factors should be considered carefully and readers should not place undue reliance on the forward-looking information. Although the forward-looking information contained in this material change report is based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with the forward-looking information. The forward-looking information is made as of the date of this material change report, and the Company assumes no obligation to update or revise the information to reflect new events or circumstances, except as required by law.