

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

**1. Name and Address of Company**

Highrock Resources Ltd. (the "**Company**")  
82 Richmond St E 1st Floor  
Toronto, Ontario, M5C 1P

**2. Date of Material Change**

September 6, 2024

**3. News Release**

A press release disclosing the material change was released on September 6, 2024, through the facilities of Newsfile Corp.

**4. Summary of Material Change**

On September 6, 2024, the Company acquired (the "**Acquisition**") all of the issued and outstanding common shares in the capital of Liberty Uranium Corporation ("**Liberty Uranium**") from Atikokan Resources Ltd. (the "**Vendor**"), pursuant to a share purchase agreement dated August 16, 2024, between the Company, the Vendor and Liberty Uranium.

**5. Full Description of Material Change**

On September 6, 2024, the Company completed the Acquisition and acquired all of the issued and outstanding common shares in the capital of Liberty Uranium, making Liberty Uranium a wholly-owned subsidiary of the Company.

As consideration for the Acquisition, the Company: (i) issued the Vendor an aggregate of 6,000,000 common shares in the capital of the Company; and (ii) made a cash payment of \$100,000 evidenced by an unsecured promissory note in the amount of \$100,000 in favour of the Vendor.

All securities issued pursuant to the Acquisition are subject to a statutory hold period of four months and one day from the issuance thereof, as applicable, in accordance with applicable securities laws.

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

The report is not being filed on a confidential basis.

**7. Omitted Information**

No significant facts have been omitted from this Material Change Report.

**8. Executive Officer**

For further information, contact Derrick Dao, 437-677-5075.

**9. Date of Report**

This report is dated at Toronto, this 10<sup>th</sup> day of September 2024.

**Cautionary Statement Regarding Forward-Looking Information**

*This material change report contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking information involves risks, uncertainties and other factors that*

*could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and other risks involved in the mineral exploration and development industry, including those risks set out in the Company's management's discussion and analysis as filed under the Company's profile at [www.sedar.com](http://www.sedar.com). Forward-looking information in this material change report is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary governmental and regulatory approvals will be received as and when expected. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this material change report are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws. We caution investors that any such forward-looking information and statements are based on certain assumptions and analysis made by the Company in light of the experience of the Company and its perception of historical trends, current conditions and expected future developments, and other factors management believes are appropriate.*