

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

Item 1: Name and Address of Company

ISM Resources Corp. (“ISM” or the “Company”)
Suite 306, 1106 Hamilton Street
Vancouver, BC V6B 2S2

Item 2: Date of Material Change

June 12, 2023

Item 3: News Release

A news release dated June 12, 2023 was disseminated via Stockwatch and subsequently filed on SEDAR.

Item 4: Summary of Material Change

The Issuer provided a corporate update, including exploration plans for 2023 on its various projects both in Canada and Nevada, together with further announcements regarding its corporate affairs including a change of director and change of Chief Financial Officer.

Item 5 Full Description of Material Change

Property Exploration Update

ESN Project

Further to the Company’s news release dated May 23, 2023, whereby the Company announced an Enzyme Leach (EL) geochemical survey will commence following the completion of the helicopter-borne geophysical survey (announced on May 18th, 2023) on the Company’s ESN project located in White Pine County, Nevada, the Company reports the helicopter-borne geophysical survey was delayed due to the helicopter reaching its hour limit for service. Prospectair Geosurveys Inc., of Gatineau, Quebec, has now informed the Company the survey will commence on or before June 15, 2020. The enzyme Leach (EL) geochemical survey will commence following the completion of the helicopter-borne geophysical survey which was contracted to Trend Resources LLC.

Koster Dam Project

The Company, along with its joint venture partner, Cariboo Rose Resources are currently in discussions to define the extent of the 2023 exploration plans and will issue a news release upon the final exploration plans being determined. The Koster Dam property is comprised of nine Mineral Title Online mineral claims covering an area of 4,535 hectares located in the Clinton Mining Division, British Columbia. ISM has earned a 45% interest in the Koster Dam project by meeting the exploration requirements of its current Option Agreement respecting the same. A joint venture to explore the Koster Dam project was formed in December 2021, with Cariboo Rose having a 55% interest and ISM having a 45% interest. Each party contributes pro rata to exploration expenditures. The Company’s recently filed and updated NI 43-101 report, dated August 27, 2022, and respecting the project can be viewed on SEDAR under the Company’s profile.

Serindac Lake and Vaubert Lake Project

On May 29, 2023 the Company announced that it had entered into a definitive agreement with various sellers to acquire, through its wholly-owned subsidiary, Discovery Lithium Inc., a 100% undivided legal and beneficial interest

in and to each of those certain Serindac Lake Claims (comprising 1,675 mineral claims) and Vaubert Lake Claims (comprising 2,113 mineral claims) located in the under-explored Nunavik region of Northern Quebec. The proposed acquisition provides ISM with a substantial land package that holds great potential for spodumene-bearing lithium pegmatites.

In this respect the Company is pleased to announce that GroundTruth Exploration has been engaged to plan and execute an exploration work program on ISM's Serindac Lake and Vaubert Lake project once the acquisition is completed.

Michael Gheyle, Company CEO, commented: "We are pleased to announce the up coming exploration program on to be acquired Quebec assets. The Nunavik region, in northern Quebec, presents a highly promising opportunity for our company. With Groundtruth Exploration's extensive expertise and successful track record, we are confident in their ability to lead this exploration program." Once the acquisition is complete the Company would expect the proposed program to be conducted by GroundTruth to be completed within a few weeks thereafter.

Corporate Updates

Consulting Agreement

ISM is pleased to announce it has entered into a consulting agreement, dated June 6, 2023 (the "**Consulting Agreement**"), with Invictus Investor Relations Inc. ("**Invictus**"), a professional consultancy and investor relations firm, as part of its commitment to transparency and effective governance. Invictus will enhance the Company's efforts by providing strategic investor relations services, such as engaging with the investment community, facilitating funding and expanding analyst coverage.

The initial term of the Consulting Agreement is 12 months, with the option for either party to terminate the Consulting Agreement by providing 30 day's prior written notice thereof. In accordance with the Consulting Agreement Invictus will receive a monthly fee of \$5,000 and will also be reimbursed for reasonable out-of-pocket expenses, if any, incurred on behalf of the Company. The Consulting Agreement is subject to the approval of the Canadian Securities Exchange.

Appointment of new CFO

The Company is pleased to announce the appointment of Jody Bellefleur as ISM's new Chief Financial Officer. Ms. Bellefleur brings over 20 years' experience to ISM as a corporate accountant. She is responsible for all aspects of regulatory financial reporting, including the preparation of quarterly and annual financial statements, management discussion and analysis reports and government tax reporting. Prior to her work with publicly traded companies, Ms. Bellefleur was the Controller of a private manufacturing company. Since 2008 she has been involved exclusively in providing services to both public and private companies in the junior mining sector.

Appointment of new Director

The Company is also pleased to announce the appointment of Mike Hodge to its Board of Directors effective on June 13, 2023. Mr. Hodge began his exploration career on the original staking program for Commerce Resources Corp.'s Blue River Tantalum and Niobium project in 1999. Subsequently, he has worked on more than 25 exploration projects across North America. His most recent field work was Operations Manager for a quarry on Vancouver Island. Mr. Hodge's marketing experience was developed through his extensive participation in global resource conferences and workshops during the past decade, and he has enjoyed considerable success raising corporate capital, including for a number of portfolio companies within Zimtu Capital Corp.

Management Services Agreement

The Company is pleased to announce it has entered into a management services agreement (the “**Services Agreement**”) with Zimtu Capital Corp. (“**Zimtu**”), whereby Zimtu will provide all administrative and managerial services, including corporate maintenance, continuous disclosure and corporate compliance services, to ISM. The initial term of the Services Agreement is for 12 months and will renew for an additional 12 month provided that neither party has given 30 day’s prior written notice of termination thereof. In accordance with the terms of the Services Agreement the Company has agreed to pay Zimtu a monthly fee of \$12,500.

Cooperative Marketing Agreement

The Company is also pleased to announce that it has entered into a marketing agreement (the “**Marketing Agreement**”) with Zimtu, whereby Zimtu will provide a cooperative marketing program for ISM which will include investor presentations, Zimtu’s weekly news letter, investor lead generation, social media, rockstone research, influencer marketing and video news releases. The initial term of the Marketing Agreement is for 12 months and will renew for an additional 12 month provided that neither party has given 30 day’s prior written notice of termination thereof. In accordance with the terms of the Marketing Agreement the Company has agreed to pay Zimtu a monthly fee of \$12,500. In addition to the monthly fee, ISM shall pay Zimtu any out of pocket costs related to any additional services not covered under terms of the Marketing Agreement.

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

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

Glenn Collick, President and a Director
778.868.2226
info@ismresources.com

Item 9: Date of Report

June 13, 2023