

**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 22, 2023

Item 3: News Release

A news release dated June 22, 2023 was disseminated via Stockwatch and subsequently filed on SEDAR.

Item 4: Summary of Material Change

The Company announced each of a non-brokered private placement of up to \$1,000,000 (the “**Private Placement**”) and certain follow-on information respecting certain recently entered into material agreements.

Item 5 Full Description of Material Change

Private Placement

The Private Placement will consist of the issuance of up to 3,333,333 units (each, a “**Unit**”), at a price of \$0.30 per Unit, for gross proceeds of up to \$1,000,000. Each Unit will be comprised of one common share in the capital of the Company (each, a “**Share**”) and one share purchase warrant (each, an “**Unit Warrant**”). Each Unit Warrant will entitle the holder thereof to purchase one additional Share (each, an “**Unit Warrant Share**”) for a period of 24 months from the closing date at an exercise price of \$0.60 per Unit Warrant Share.

Proceeds from the Private Placement will be used for work programs on the Company’s properties, and for general corporate and working capital purposes.

The Company may pay a finder’s fee on the Private Placement within the maximum amount permitted by the policies of the Canadian Securities Exchange (the “**CSE**”). The Company may complete multiple closings of the Private Placement, as subscriptions are received. Each closing is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals.

Material Agreement Details

Further to the Company’s news releases of each of June 13 and June 14, 2023, and at the request of the CSE, the Company is now pleased to provide the following additional information with respect to its recent consulting and marketing agreements with each of Zimtu Capital Corp., Invictus Relations Inc. and Rumble Strip Media Incorporated.

In this respect the Company is informed and confirms that Colton Griffith of Zimtu Capital Corp., located at 1450 - 789 Pender Street, Vancouver, British Columbia, V6C 1H2, will be providing market awareness activities in this instance and that he is at arm’s length to the Company. He can be reached at cgriffith@zimtu.com.

In this respect the Company is also informed and confirms that Walter Spagnuolo, of Invictus Investor Relations Inc., located at 801-535 Thurlow Street, Vancouver, British Columbia V6E 3L2, will be providing the investor relations

activities in this instance and that he is arm's length to the Company. Mr. Spagnuolo can be reached at walter@invictusir.com, (800) 274-8143.

In this respect the Company is further informed and confirms that Geordie Skye Lee, of Rumble Strip Media Incorporated, located at Unit 893, 250 - 997 Seymour Street, Vancouver, British Columbia, V6B 3M1, will be providing market awareness activities in this instance and that he is arm's length to the Company. He can be reached at info@rumblestrip.ca.

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

Michael Gheyle, CEO, President and a Director
778.868.2226
info@ismresources.com

Item 9: Date of Report

June 23, 2023