

**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 26, 2023

**Item 3: News Release**

A news release dated June 26, 2023 was disseminated via Stockwatch and subsequently filed on SEDAR.

**Item 4: Summary of Material Change**

The Company announced in addition to the non-brokered private placement announced on June 23, 2023, a non-brokered private placement of up to 5,714,286 flow-through units of the Company (each, a “**FT Unit**”), at a price of \$0.35 per FT Unit, for gross proceeds of up to \$2,000,000.

**Item 5 Full Description of Material Change**

The Company announced a non-brokered private placement of up to 5,714,286 FT Units of the Company, at a price of \$0.35 per FT Unit, for gross proceeds of up to \$2,000,000 (the “**Private Placement**”).

Each FT Unit will be comprised of one common share in the capital of the Company (each, a “**Share**”), to be issued as a “flow-through share” within the meaning of the *Income Tax Act* (Canada), and one share purchase warrant (each, a “**FT Unit Warrant**”). Each FT Unit Warrant will entitle the holder thereof to purchase one additional Share (each, a “**FT Unit Warrant Share**”) for a period of 24 months from the closing date at an exercise price of \$0.70 per FT Unit Warrant Share.

Proceeds from the Private Placement will be used for proposed work programs on the Serindac Lake claims and Vaubert Lake claims located in the Nunavik region of Northern Quebec that the Company intends to acquire as announced on May 29, 2023.

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.

**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 26, 2023